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THE AMAZING SPIDER-MAN



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AT A DEMONSTRATION ON RADIATION, HIGH SCHOOL STUDENT PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRIKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN, BECAUSE HE LEARNED AN INVALUABLE LESSON: WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY. STAN LEE PRESENTS!

THE AMAZING SPIDER-MAN!

SET UP!



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ALWAYS
GETTING OTHERS
TO DO YOUR
DIRTY WORK.

MY FATHER,
SPENCER SMYTHE,
WAS ONE OF THE
FIRST.

HE
CREATED THE
SPIDER-SLAYERS
AT YOUR
BEHEST.

A CREATION
WHICH QUICKLY
BECAME AN OBSESSION
AND ULTIMATELY LED
TO HIS DEATH FROM
THE RADIATION
EMITTED BY THE
SLAYERS.

THEN, HIS
OBSESSION
BECAME MINE,
JAMESON.

HIS
FATE WILL
NOT.

NOW YOU
AND SPIDER-MAN
MUST PAY FOR
MY FATHER'S
DEATH.

I'VE DONE
EVERYTHING
YOU WANTED,
SMYTHE --

NO,
JONAH, YOU
HAVEN'T.

YOU'VE
ONLY DONE
THAT WHICH
YOU HAD
TO.

YES, YOU
HAVE FORGONE
YOUR TYPICAL RAMBLING
ANTI-SPIDER-MAN
EDITORIALS FOR THE
TIME BEING... STOPPED
RUNNING PICTURES OF
HIM IN YOUR RAG,
THE DAILY
BUGLE...

...BECAUSE
IT SUITS MY
PURPOSES.

AND YOU
HAVE PURCHASED
HIS WEB-SHOOTERS
AND COSTUME FROM
THE CHILD WHO FOUND
THEM FOR THE SAME
REASON.

YES...
YOUR INHERENT
COWARDICE HAS
MADE YOU QUITE
COOPERATIVE,
JONAH.

AND THERE
IS A CERTAIN
POETIC JUSTICE IN
WATCHING YOU SERVE
A **SMYTHE** FOR
A CHANGE!

BY THE
WAY... HAVE YOU
SPOKEN TO YOUR
LOVELY WIFE, **MARLA**,
AND YOUR HEROIC
ASTRONAUT SON,
JOHN, TODAY,
JONAH?

GO
AHEAD...
...GIVE
THEM A
CALL.

BRIING

DR. JAMESON,
HOW CAN I
HELP Y --

JONAH!

I WAS JUST
THINKING ABOUT
YOU.

I'M
DOING FINE,
HONEY, BUT
I'VE REALLY
GOT TO GET
BACK TO
WORK.

LISTEN... I
HEARD FROM **JOHN**
THIS MORNING AFTER
YOU LEFT. HE'S FLYING
IN FROM CALIFORNIA
THIS AFTERNOON.

MAYBE WE
SHOULD ALL
GO OUT FOR
DINNER.

JONAH...?

"...ARE YOU OKAY?
YOU SOUND
DISTRACTED?"

"I'M FINE. JUST
CAN'T WAIT
FOR THIS DAY
TO END."

"I'LL SEE
YOU LATER."



THEN LET US BEGIN.
WE HAVE A PAPER TO PUT OUT.

AND A WARM-BLOODED SPIDER TO SLAY!

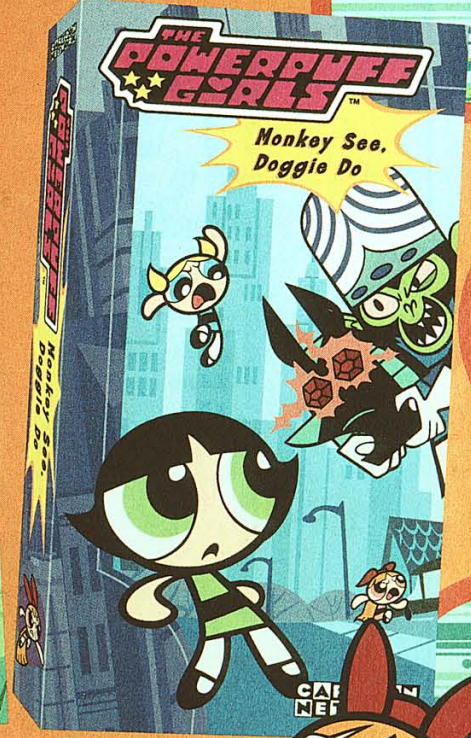
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MEANWHILE...

AT THE APARTMENT WHICH PETER PARKER SHARES WITH RANDY ROBERTSON...

"DETAILS", RANDY?

THE RENT, ELECTRIC AND PHONE BILLS ARE ALL DUE AND I'M NOT SURE WHERE THE MONEY IS COMING FROM.

ME NEITHER.

WHICH IS EXACTLY WHY YOU'VE GOT TO COME OUT WITH ME AND MY FRIENDS TONIGHT.

INSPIRED IDEAS ONLY COME FROM PARTYING AND RELAXING.

PETER, YOU'VE GOT TO CHILL.

LIFE IS TOO SHORT TO STRESS OVER THE DETAILS.

NOT REALLY IN THE MOOD FOR PARTYING, RANDY.

BRING

BZZZT

HELL-LO!

HI! YOU'RE RANDY, RIGHT?

I'M JILL STACY, A FRIEND OF PETER'S.

I THINK WE MET AT MAY PARKER'S HOUSE... YOU KNOW WE ALL... WHEN PETER OPENED THE BOX...

YEAH, RIGHT... I DO. COME ON IN.

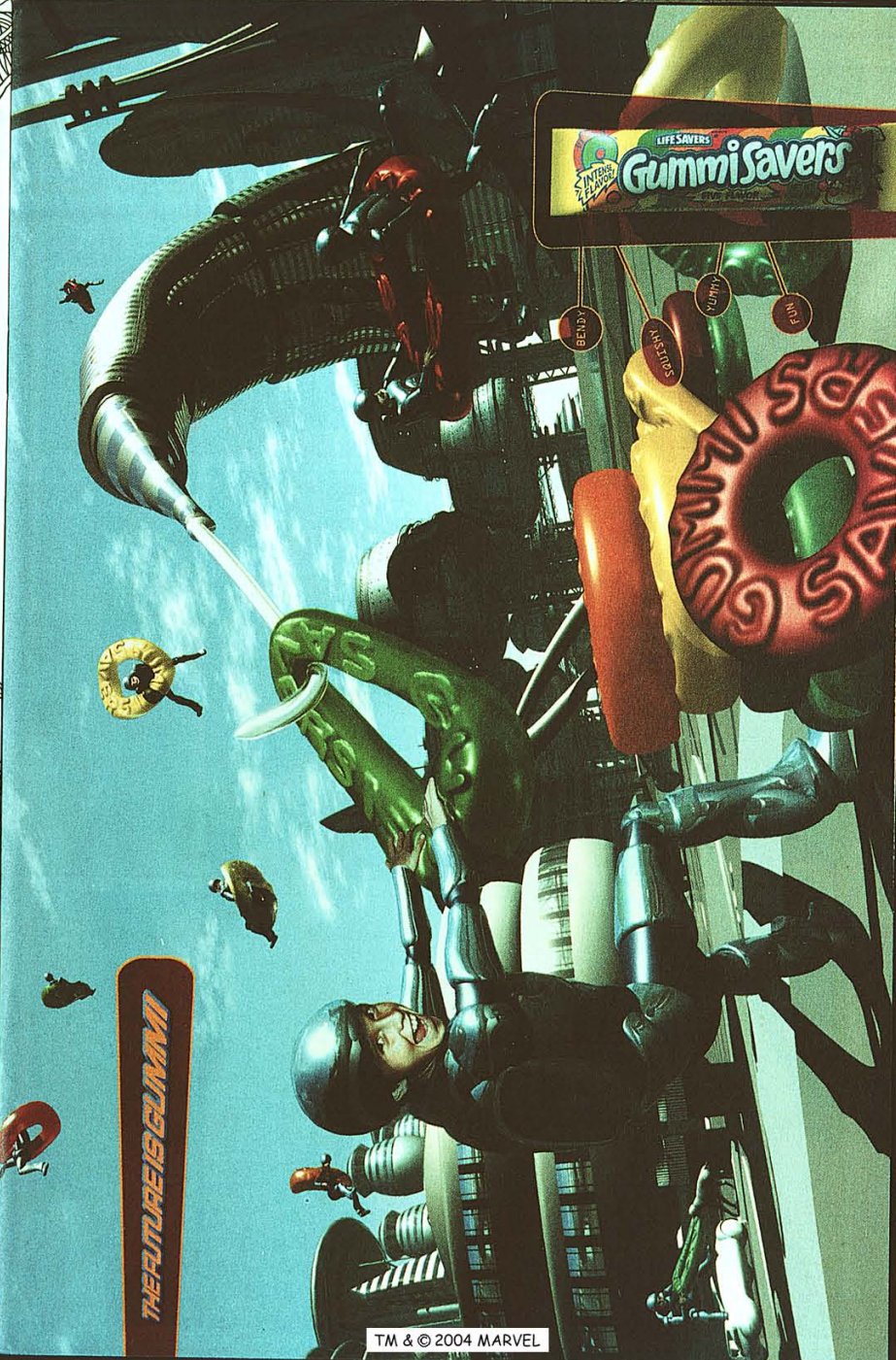
SAVED BY THE BELLS! YOU GET THE PHONE AND I'VE GOT THE...

HEY, GLORY, WHAT'S UP?

JONAH NEEDS TO SEE YOU. HE SAID IT WAS URGENT.

I THINK IT'S ABOUT A JOB.

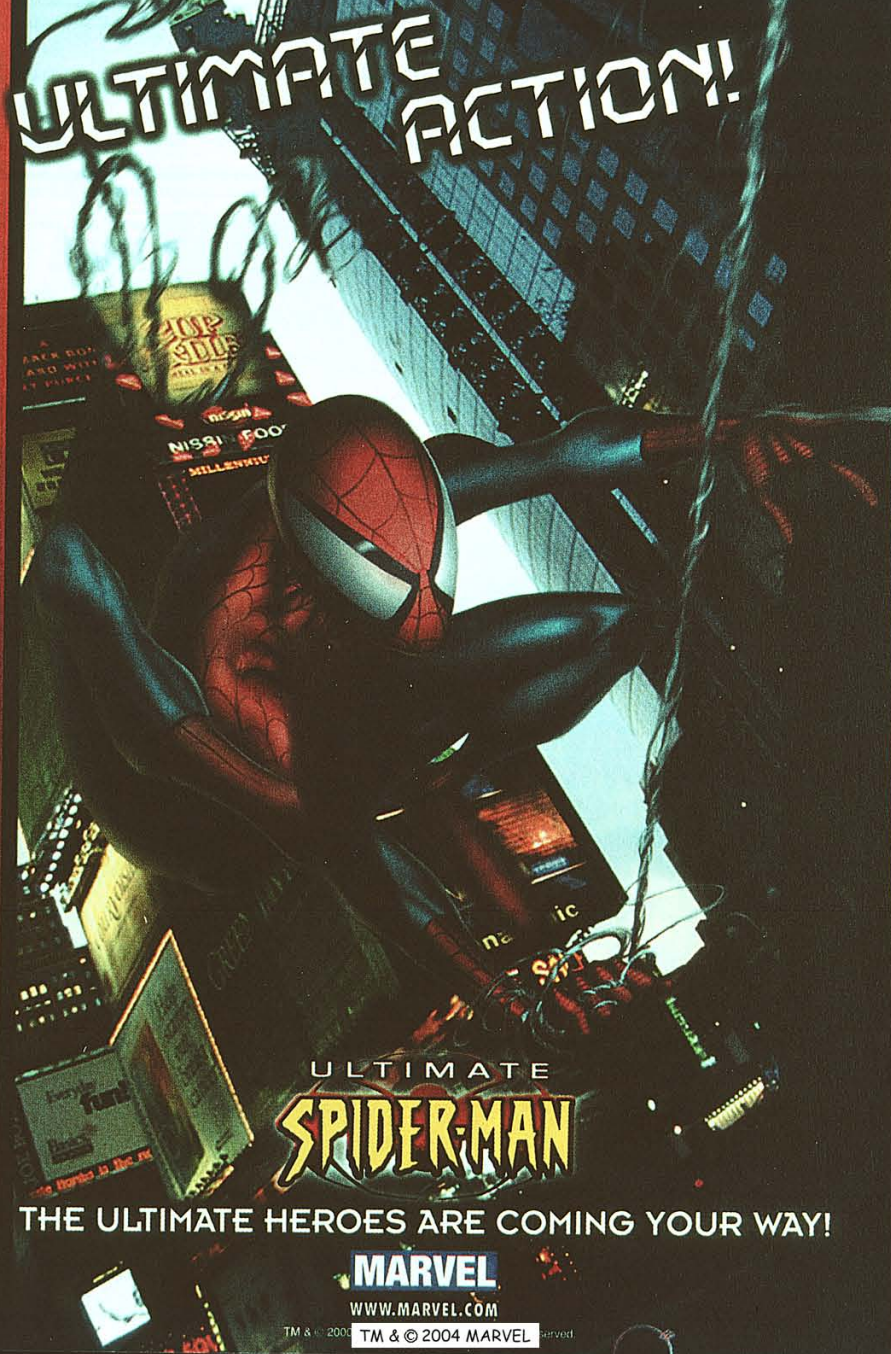
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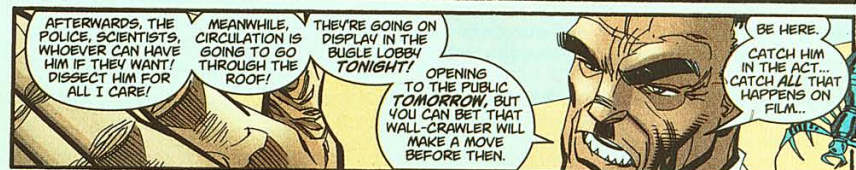


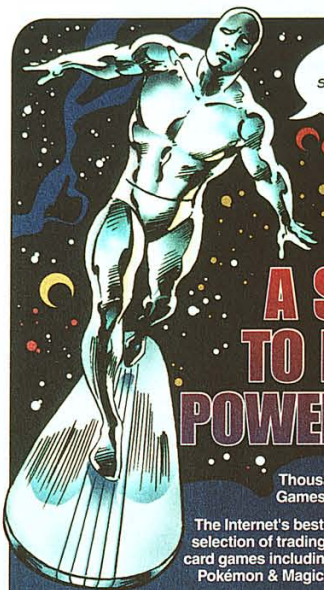
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MESQUITE: 3600 Gus Thomasson (At Towne Crossing)

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NABISCO OREO STACKING 2000 CONTEST OFFICIAL RULES

1. NO PURCHASE NECESSARY. Open only to legal residents of the 50 states in the United States and the District of Columbia, who are 5-17 years of age at the time of entry. Employees of Nabisco Biscuit Company, Nabisco, Inc., M&B Entities (as defined below), The Promotional Network, Inc., Innova Marketing Inc., participating retail stores, their respective affiliates, subsidiaries, demonstration and talent agencies, and promotion agencies, their immediate families (parents, siblings, children, spouses), and members of the same household of such employees are not eligible to enter or win prizes.

2. ENTRY. Between May 19, 2000 and July 16, 2000, compete in a "Local Contest" at a participating retail store selling Nabisco Oreo cookies. To compete, go to the specially designated "contest table," complete and submit an official entry form and then (when prompted) build a stack of Oreo cookies under the supervision of the independent judging agency. One entry that is one opportunity to compete at any one participating retail store per person. Contestants will have 30 seconds to stack as many Oreo cookies (S&W 725) as possible to build a self-standing, single vertical tower. Cookies must not be broken or tampered with in any way, and, in constructing the tower, contestants must stack cookies independently, without assistance of any kind. In the sole determination of the independent judging agency, the contestant, from among all contestants at that store in contestant's age group, who stacks the most cookies that remain standing for 3 seconds after the 30-second period ends, is the store winner.

3. CONTEST STRUCTURE. For all levels of the Contest, contestants will participate in two age groups (5 through 8 years of age, 9 through 17 years of age). Contestant's age for all events is determined as of the time of the applicable retail store. There will be 1 "Local Contest" per participating retail store. In each "Local Contest," 2 contestants will qualify as store winners (1 per age group). For schedule information for "Local Contests," near you, see your local participating retailer, call 1-800-ONLY-OREO or visit our Oreo website at <http://www.NabiscoWorld.com> between May 19, 2000-July 16, 2000. From all participating retail stores, store winners' names/addresses/phone numbers/birthdates and the number of cookies each store winner stacked will be forwarded to another independent judging organization. On or about August 10, 2000, this second independent judging organization will rank the store winners by region (4 regions-North, South, West, Central), determining the 10 Store Winners in each age group per region with the highest stacks. These 80 store winners (20 per region, 4 regions, 10 per age group) will qualify as Semifinalists, and will each receive a Semifinalist Prize, in addition to the Store Winner Prize. To determine the Finalists, Semifinalists will compete in the August/September in the "Regional Stacking Finals" in one of the designated Major League Baseball parks in the Semifinalist's region. The top four regional stackers (2 per age group, determined by the "Regional Stacking Finals") will qualify for the "National Stacking Championships." To determine the Grand Prize winner, Finalists will compete in the "National Stacking Championships" on or about October 18 or 20, 2000, at the site of game 7 of game 3 of the Major League Baseball World Series. Game or event dates, times, and locations for Regional Stacking Finals and National Stacking Championships, where winner will participate in the "National Stacking Championships," are determined at the sole discretion of the Office of the Commissioner of Baseball and/or Major League Baseball Properties, Inc., as applicable, and are subject to change. In the sole determination of the independent judging agency supervising the "National Stacking Championships," the Finalist in each age group who stacks the highest number of Oreo cookies in the "National Stacking Championships" will win a Grand Prize (in addition to the Finalist Prize, Semifinalist Prize, and Store Winner Prize).

4. PRIZES. (1) Grand Prize (1 per age group): U.S. Series EE Savings Bond worth \$20,000 at maturity; a 1-year supply of Oreo cookies (24 packages, SKU 720); 2 season tickets to the Major League Baseball team closest to the winner's residence. Appropriate Retail Value-\$12,875 each. (16) Finalist Prize (2 per age group) (4 for each of the 4 regions): 3-day/2-night trip for 2 to the site of the National Stacking Championships, where winner will participate in the "National Stacking Championships." The contents of roundtrip coach air transportation between major commercial airport near winner's residence and site of game; ground transfers between site of game airport and hotel; 2 nights' standard hotel accommodations (double occupancy); 2 tickets to the 2000 World Series game selected by Sponsor. Appropriate Retail Value-\$1,625 each. (80) Semifinalist Prize (10 per age group) (20 for each of the 4 regions): 2-day/1-night trip for 2 to the Regional Finals location, where winner will participate in the "Regional Stacking Finals." The contents of roundtrip coach air transportation between major commercial airport near winner's residence and location of "Regional Stacking Finals"; ground transfers between "Regional Stacking Finals" location airport and hotel; 1 night's standard hotel accommodations (double occupancy); 2 tickets to Major League Baseball game at location of the "Regional Stacking Finals"; and \$100 spending money. Appropriate Retail Value-\$1,165 each. (Approximately 30,000) Store Level Prize (1 per age group) (2 per store for each of the approximately 15,000 participating retail stores): actual number of winners is determined by the actual number of participating retail stores. Appropriate Retail Value-\$5.25 each. For Finalist/Semifinalist Prizes: all winner must be accompanied by parent/legal guardian on all prize travel; (a) winner and parent/legal guardian must travel together; (b) all unexpired expenses; winner's sole responsibility; (c) prize trip must be taken on indicated dates. For Finalist Prize, if winner is unavailable on stated dates, prize will be forfeited, with an alternate Finalist selected; for Semifinalist Prize, if winner is unavailable on stated dates, prize will be forfeited, with an alternate Semifinalist selected. No prize transfer. No prize substitution or cash equivalent of prize except at sole discretion of Sponsor due to prize unavailability for any reason, and only then for prize of comparable or greater value. Prizes may be awarded to parent/legal guardian on winner's behalf. All taxes on prizes are the sole responsibility of winners.

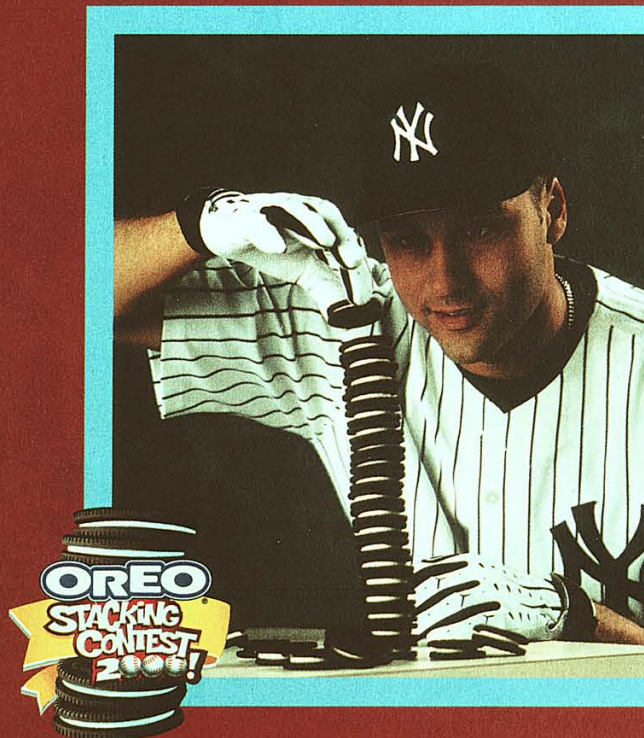
5. CONDITIONS. Void where prohibited by law. Subject to all applicable federal, state and local laws and regulations. All entries submitted with a recorded stack of over 40 cookies will be presumed erroneous and automatically disqualified upon receipt, subject to establishment of relevant administrative proof verifying recorded number, which proof must be received to Sponsor's satisfaction prior to August 7, 2000. All entries submitted become the sole property of Sponsor and will not be returned. Sponsor, its agencies, and Major League Baseball Properties, Inc., Major League Baseball Enterprises, Inc., the Office of the Commissioner of Baseball, the American and National League of Professional Baseball Clubs, Baseball Television Inc., Oreo Major League Baseball Properties, Inc., Nabisco Biscuit Company, Nabisco, Inc., and the Major League Baseball Clubs, and each of their respective shareholders, employees, parents, directors, officers, affiliates, representatives, agents, successors, and assigns, (hereinafter "M&B Entities") are not responsible for incomplete, illegible, lost, misdirected, damaged, destroyed, delayed or late entries. Sponsor, its agencies, and M&B Entities are not responsible for submissions from participating retail stores and/or agencies that are late, lost, misdirected, damaged, destroyed, delayed, postage due, or contain errors. In the event of ties in determining Store Level Winner/Semifinalists, the winner will be the youngest contestant as determined by the date and time of birth. In the event of ties in the "Regional Stacking Finals" and "National Stacking Championships," additional rounds of the stacking competition will be conducted until one winner is determined for each age group. Store winners will be announced at the conclusion of each "Local Contest," but no later than July 16, 2000. Store level winners will be announced for each age group at the time of the contest; if not present, winner will be notified by phone and must return to the store a later date to collect the prize. Winner of the contest will be notified by mail or phone no later than August 15, 2000. Winners of Finalist Prizes will be announced at the "Regional Stacking Finals" and will receive confirmation by mail no later than October 1, 2000. Grand Prize Winner will be announced at the "National Stacking Championships" and will receive confirmation by mail. For Grand, Finalist, and Semifinalist Prizes, parent/legal guardians of winners will be required to execute before a Notary Public an affidavit of eligibility, liability release and a publicity release (where legal) on the winner's behalf, to be returned within 10 days of notification. Guests of Finalist, and Semifinalist Prize winners must execute and return a liability release and a publicity release before legal, within 10 days of winner's notification. For Grand Prize, noncompliance with these requirements may result in prize forfeiture; for Finalist Prize, noncompliance may result in prize forfeiture, with an alternate Finalist selected; for Semifinalist Prize, noncompliance may result in prize forfeiture, with an alternate Semifinalist selected. By participating, contestants agree to abide by these official rules and the decisions of all judges, which are final and binding on all respects. Sponsor, its agencies, and M&B Entities are not responsible for misprints or promotional mistakes or errors in local retail store contests. Sponsor, its agencies, reserve the right to cancel stack stacking contests or disqualify contestants in the event of error or noncompliance with these official rules. Where legal, acceptance of prizes constitutes permission of winner's parent/legal guardian to use winner's name, likeness and biographical information for promotional purposes, and any and all rights to said use, without further compensation or notice. Parent/legal guardian of contestant agrees to indemnify and hold Sponsor, its agencies, their respective subsidiaries, affiliates, and their respective employees, officers, directors and agents harmless from all liability whatsoever, including reasonable attorneys' fees, of any kind caused by contestant's participation in or preparation for, the contest, or resulting from contestant's acceptance, possession or use/misuse of prizes.

6. WINNERS' LIST. For a list of major prize winners, send a self-addressed stamped envelope before November 1, 2000 to: All Oreos Stacking Winners' List, Innova Marketing, 7401 Avenue M, #400, Minneapolis, MN 55425. Sponsored by Nabisco Biscuit Company, Nabisco, Inc., 100 DeForest Avenue, East Hanover, NJ 07936-1911. Sponsor is a promotional partner of Major League Baseball Properties, Inc. Major League Baseball trademarks and copyrights used with permission of Major League Baseball Properties, Inc.

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*Either at the World Series or at a predetermined location. Subject to availability. See opposite page for details. Major League Baseball trademarks and copyrights are used with permission of Major League Baseball Properties, Inc.

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SOMETHING IS GOING ON HERE. SOMETHING MORE THAN THE TRAP I KNOW IS BEING SET FOR ME.

THERE'S SOMETHING JONAH'S NOT SAYING... MAYBE IT HAS TO DO WITH HIM LOOKING UNDER THE MASK WHEN I GOT KNOCKED OUT RESCUING HIM FROM VENOM.

I STILL DON'T KNOW IF HE ACTUALLY DID, BUT JONAH'S BEEN ACTING STRANGE LATELY.

HOW YOU DOING, PETER? DOES LIVING WITH MY SON HAVE YOU CLIMBING THE WALLS YET?

NOT SO THAT ANYBODY'D NOTICE, ROBBIE.

I'D LOVE TO CHAT, SON, BUT I JUST GOT THIS AFTERNOON'S SPECIAL EDITION FRONT PAGE MOCK-UP, AND...
...I NEED TO TALK TO OUR ILLUSTRIOUS PUBLISHER.

FWAM

J. JONAH JAMESON

I THOUGHT WE'D GOTTEN PAST THIS KIND OF THING!

THIS IS NOT GOING TO BE PRETTY. ROBBIE ROBERTSON DOESN'T GET MAD EASILY, BUT WHEN HE DOES...

...IT'S BEST TO PUT AWAY THE LETTER OPENERS AND STAPLERS WHEN THINGS GET LIKE THIS.

YOU KNOW, GLORY, RANDY ISN'T GOING TO GIVE ME A MOMENT'S REST UNLESS I FIND OUT IF YOU'D BE INTERESTED IN GOING OUT WITH HIM SOMETIME.

AND IF HE'S ANYTHING LIKE HIS DAD...

HAVE THE BOY GIVE ME A CALL SOMETIME. AND WE'LL SEE.

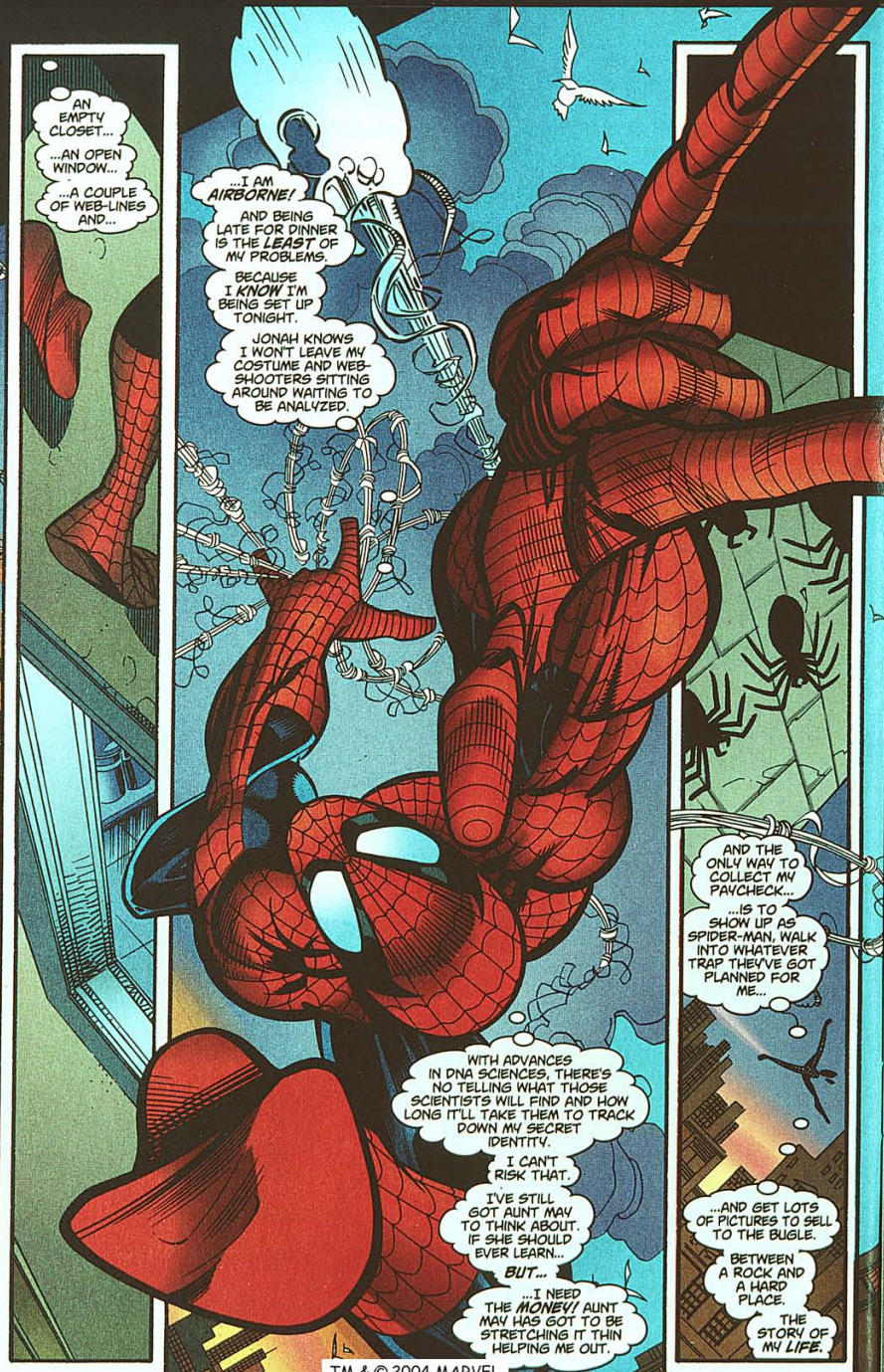
OKAY... TIME FOR A REFEREE TO ENTER THE RING. YOU SHOULD GIVE ME A CALL TOO, PETER. LET'S CATCH A MOVIE OR SOMETHING.

...I'LL... THINK ABOUT IT.

A FEW MINUTES LATER...

I'M RUNNING LATE AGAIN. THE STORY OF MY LIFE.

WHAT WOULD I DO IF I DIDN'T HAVE MY OWN PERSONAL FORM OF RAPID TRANSPORTATION?



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A SHORT TIME LATER...

PETER, PLEASE... EAT!

AUNT MAY... I... ER...

WHAT...?



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LATER THAT NIGHT...

THE MENACE OF SPIDER-MAN!



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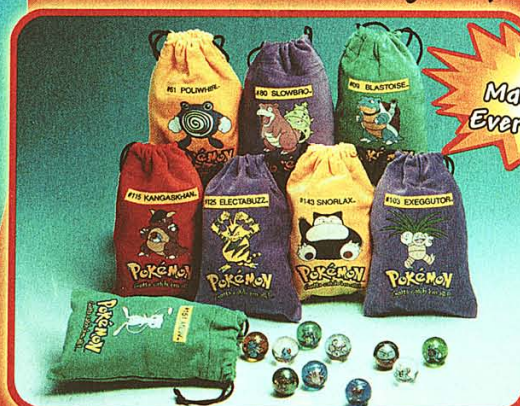
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LATER THAT NIGHT...

WELL, THAT WAS A LOT OF WORRYING FOR NOTHING.

WORRYING IF JONAH KNEW MY SECRET IDENTITY AND WHAT HE WAS GOING TO DO WITH THE INFORMATION.

SO IF THIS ISN'T ABOUT THAT...

...THEN WHAT IS GOING ON? WHY HAS HE BEEN ACTING SO STRANGE LATELY?



-- WHOA! SPIDER-SENSE IS KICKING IN.

WHATEVER IS GOING TO HAPPEN...

...IS STARTING!

GUESS ALL I CAN DO IS SIT AND WAIT.

BUT FOR WHAT? FOR SPIDER-MAN TO SHOW UP? * I AM --

IS THAT A SPIDER-SLAVER?

A BIT ON THE SMALL SIDE.

BUT, WHEREVER THERE'S A SPIDER-SLAVER...

...ALISTAIR SMYTHE CAN'T BE FAR BEHIND.

ALL THE PIECES ARE STARTING TO FALL INTO PLACE.

MIGHT AS WELL GET THIS OVER WITH.

TIME FOR YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN TO MAKE AN APPEARANCE.



I'D LIKE TO SHAKE THE HAND OF THE MAN WHO IS ABOUT TO CHANGE THE FACE OF POLITICS-- AS USUAL --

'CHOO!' SORRY, STEWART, BUT I'M FIGHTING A KILLER COLD. I'D HATE TO PASS IT ON TO YOU.

WELL, I WOULDN'T MIND SHAKING THE HAND OF THE MAN WHO IS GOING TO HELP GET OUR CAMPAIGN OFF TO THE START IT NEEDS.

THANK YOU, MS. STRONG.

AS A MATTER OF FACT, SENATOR, PERHAPS MY FIRM COULD HELP YOU WITH YOUR OWN RELECTION BID.

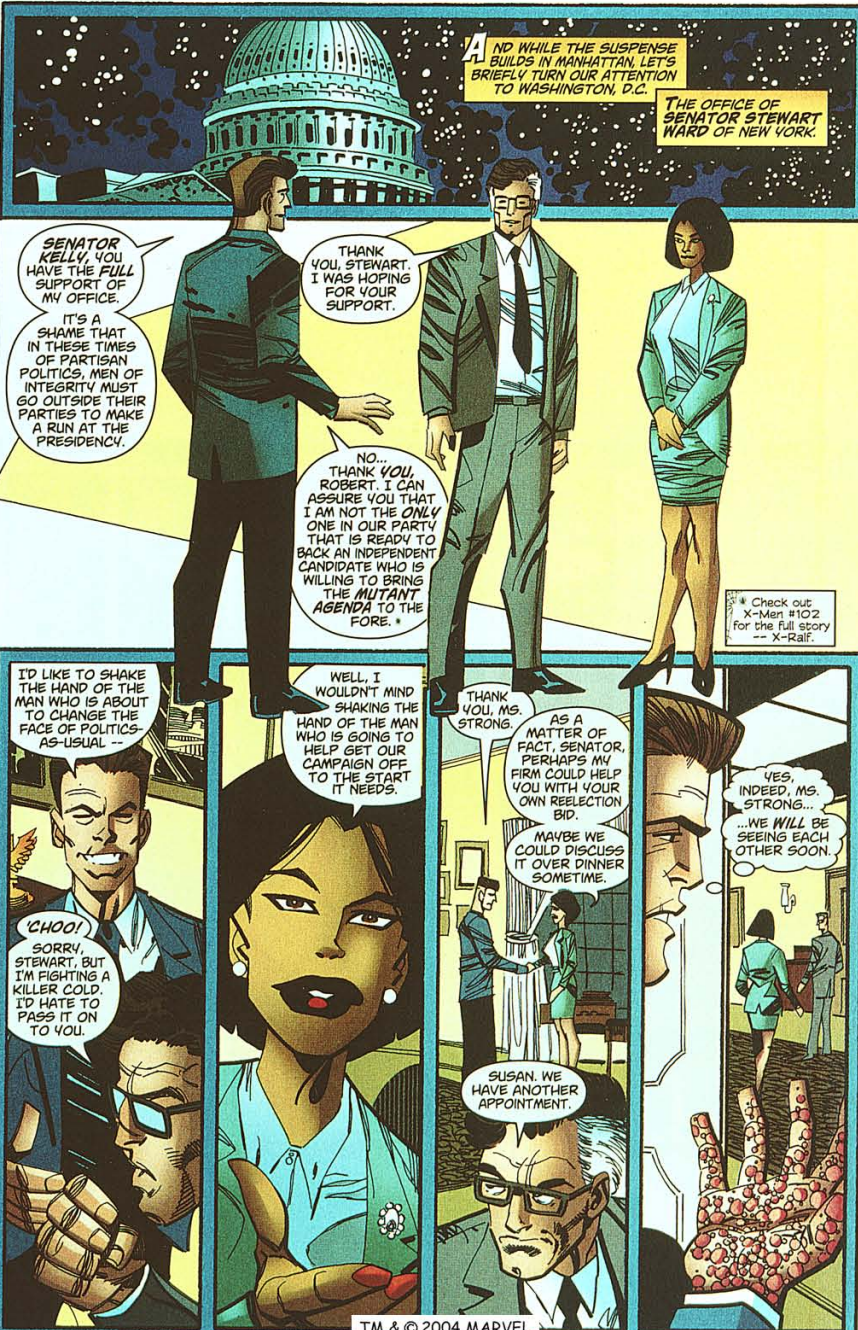
MAYBE WE COULD DISCUSS IT OVER DINNER SOMETIME.

SUSAN, WE HAVE ANOTHER APPOINTMENT.

YES, INDEED, MS. STRONG... ...WE WILL BE SEEING EACH OTHER SOON.

AND WHILE THE SUSPENSE BUILDS IN MANHATTAN, LET'S BRIEFLY TURN OUR ATTENTION TO WASHINGTON, D.C.

THE OFFICE OF SENATOR STEWART WARD OF NEW YORK.



SENATOR KELLY, YOU HAVE THE FULL SUPPORT OF MY OFFICE.

IT'S A SHAME THAT IN THESE TIMES OF PARTISAN POLITICS, MEN OF INTEGRITY MUST GO OUTSIDE THEIR PARTIES TO MAKE A RUN AT THE PRESIDENCY.

THANK YOU, STEWART. I WAS Hoping FOR YOUR SUPPORT.

NO... THANK YOU, ROBERT. I CAN ASSURE YOU THAT I AM NOT THE ONLY ONE IN OUR PARTY THAT IS READY TO BACK AN INDEPENDENT CANDIDATE WHO IS WILLING TO BRING THE MUTANT AGENDA TO THE FORE. *

* Check out X-Men #102 for the full story -- X-Ralf.

AND BACK AT THE BUGLE...

KTASH

SMYTHE!

I'M HERE.

COME OUT! I CAN'T WAIT TO HEAR HOW YOU GOT OUT OF PRISON.

BRAVO!

I ALWAYS HAVE UNDERESTIMATED YOUR INTELLIGENCE.

BUT WAIT! IS THAT AN EXPRESSION OF SURPRISE I DETECT BENEATH THE MASK?

YOU WERE EXPECTING ME TO BE IN MY WHEELCHAIR... WEREN'T YOU?

APPARENTLY THE SPIDER-SLAVER CARAPACE I USED AGAINST YOU THE LAST TIME WE MET HAD A BENEFICIAL SIDE EFFECT ON MY SPINE.

I'M CURED.

CLAP
CLAP
CLAP
CLAP

I COULDN'T BE LESS INTERESTED IN THE EXPLANATION.

GRUNCH

YOU SHOULD NOT HAVE DONE THAT!

SNAP

PLEASE, SMYTHE, IS THIS THE BEST YOU CAN DO?

I WOULD'VE EXPECTED MORE FROM YOU THAN THESE MINI-SLAVERS.

I SAW THIS BIT IN THE MUNCHY -- EXCEPT THEY USED BEETLES.

WHAT DO YOU WANT?

THWIP

WHY DID YOU SET JAMESON UP FOR ALL THIS?

SO MANY QUESTIONS FOR SOMEONE CLAIMING TO BE UNINTERESTED IN EXPLANATIONS!

LET'S START WITH QUESTION NUMBER ONE...

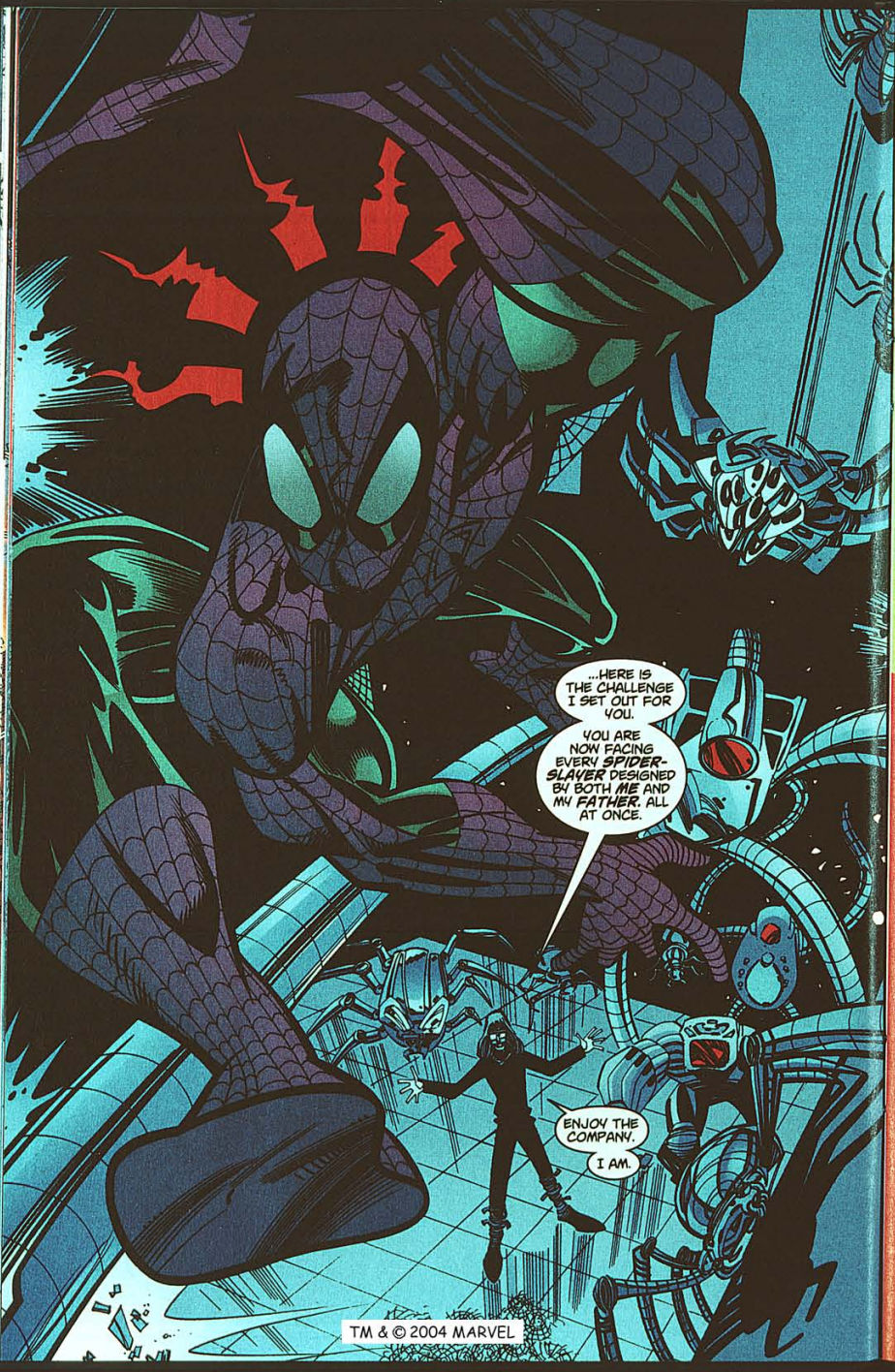
THE "MINI-SLAVERS," AS YOU CALLED THEM, WHILE FAR MORE DANGEROUS THAN YOU CAN EVER IMAGINE...

...ARE ONLY THE START.

YOU SEE... I HAVE LEARNED FROM MY FATHER'S, AND MY OWN, MISTAKES.

A SINGLE SPIDER-SLAVER JUST NEVER DID THE TRICK, SO...

SNAP



...HERE IS THE CHALLENGE I SET OUT FOR YOU.

YOU ARE NOW FACING EVERY SPIDER-SLAYER DESIGNED BY BOTH ME AND MY FATHER, ALL AT ONCE.

ENJOY THE COMPANY.

I AM.

TM & © 2004 MARVEL

JOE KUBERT

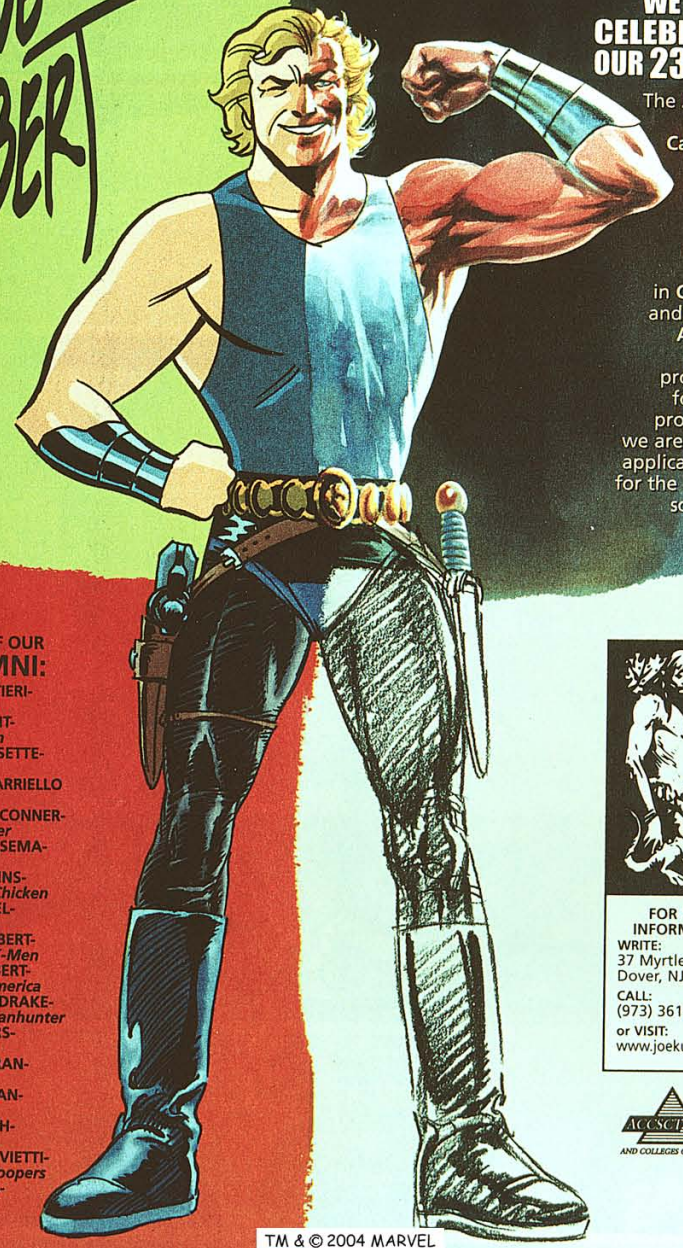
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- JAN DUURSEMA-Star Wars
- TIM HARKINS-Cow and Chicken
- KARL KESEL-Superboy
- ADAM KUBERT-Uncanny X-Men
- ANDY KUBERT-Captain America
- TOM MANDRAKE-Martian Manhunter
- BART SEARS-Blade
- FRANK TERAN-Hellblazer
- TIM TRUMAN-Star Wars
- RICK VEITCH-Greyshirt
- BRANDON VIETTI-Starship Troopers
- LEE WEEKS-Spiderman

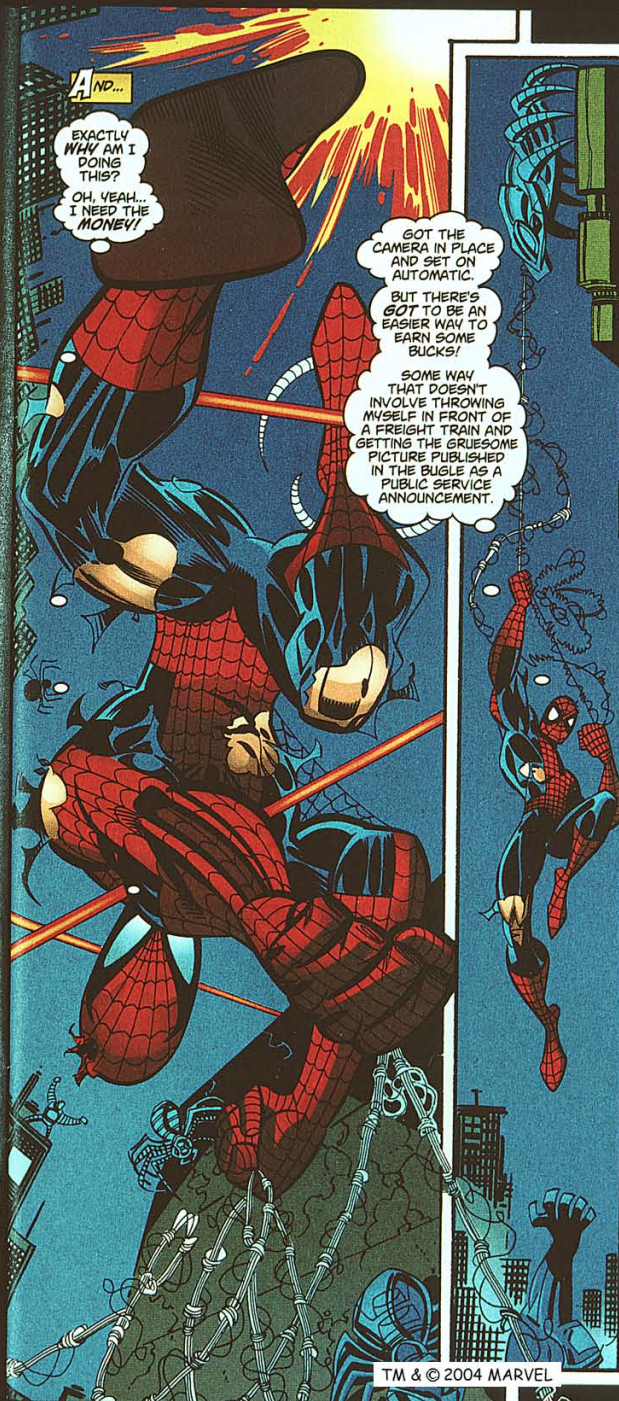


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OR DO THEY? IS AUNT MAY RIGHT?

MAYBE, WHEN YOU STRIP AWAY ALL THE COSTUMED SUPER-HEROICS...



...I'M JUST LIKE EVERYONE ELSE. I'VE ALWAYS HAD PROBLEMS WITH LOVE AND MONEY.



I'VE ALWAYS HAD FRIENDS I COULD COUNT ON AND...



...BOY, DO I HAVE ENEMIES!

MAYBE... JUST MAYBE... I'D BE BETTER OFF IF I STOPPED WALKING AROUND AS THOUGH I'VE GOT A CLOUD HANGING OVER MY HEAD!



THOUGH GUYS LIKE SHIN THE AND JAMESON DO MAKE IT DIFFICULT!



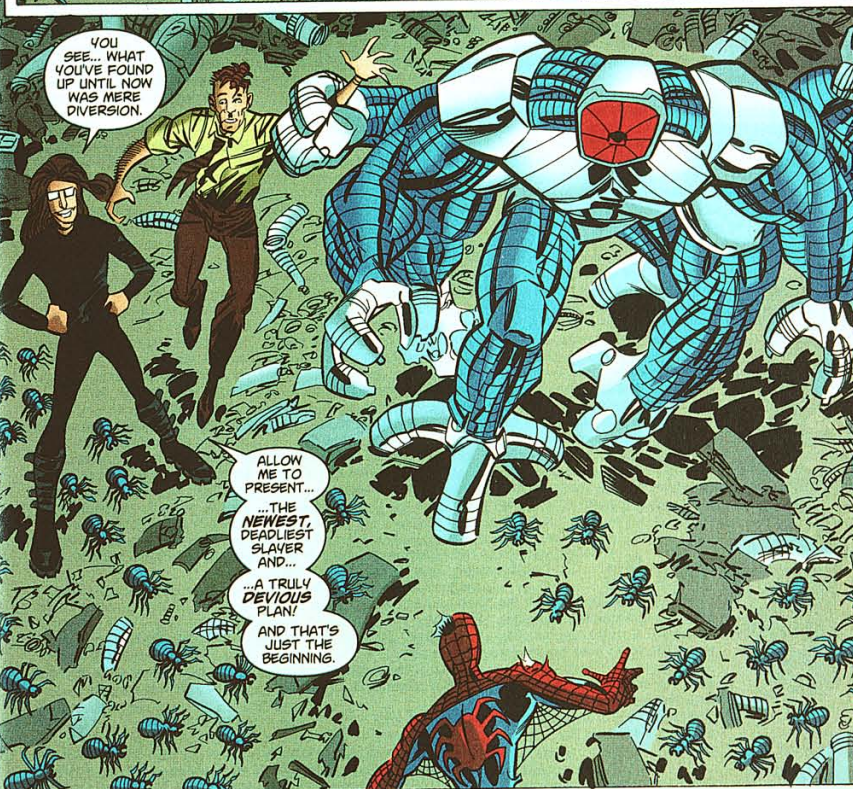
OKAY, SHIN THE, TIME TO WRAP THIS UP. I'VE HAD ENOUGH OF YOUR ROBOTIC RETREADS.

NO.

NOT QUITE YET!



THERE IS STILL THE ISSUE OF YOU AND JAMESON PAVING FOR WHAT YOU DID TO MY FATHER, KILLING HIM INDIRECTLY.



YOU SEE... WHAT YOU'VE FOUND UP UNTIL NOW WAS MERELY DIVERSION.

ALLOW ME TO PRESENT...

...THE NEWEST, DEADLIEST SLAYER AND...

...A TRULY DEVISIVE PLAN!

AND THAT'S JUST THE BEGINNING.



IF YOU COULD WRITHE AND TWIST IN PAIN FOR A FEW MOMENTS WHILE MY MINI-SLAYER STARTS INVADING THE DEEPEST RECESSES OF YOUR MIND...



...A SPLENDID TIME IS GUARANTEED TO BE HAD BY ALL!

TO BE CONTINUED NEXT ISSUE!

THE SPIDER-MAN WEB

MATT
HICKS
ASSISTANT
EDITOR

RALPH
MACCHIO
EDITOR

BOB
HARRAS
CHIEF



Hi, Webheads.

Just thought I would drop you guys a line and give all of you a long distance pat on the back for the interesting "MJ Missing" storyline. It has always been said that the true essence of Spider-Man has been storylines involving Peter's struggle with his personal life and the use of his secret identity to escape from, or use it to try and better his life. The mix of action and a mysterious story is what will keep everybody hooked. Keep it up!

As usual, the artwork by John Byrne and company is nothing short of fantastic. Mr. Byrne's classic approach to penciling Spidey gives the book a taste of nostalgia that I believe appeals to most everyone.

The only request I have for the book, and I hope you will consider it, is to change back to the original AMAZING SPIDER-MAN logo. I don't know why it was changed in the first place. That logo is the first thing you see when you go to your comic stand and that is a major part of what I remember about reading Spider-Man books when I was younger. I thought for sure when the Spidey titles were revamped that the books would have the old look back or a newer, different one, not the same one you ended the original series with. I think if you took a poll and asked people if they would prefer the original arcing logo with the webbing behind it, you would get a resounding positive response to this. So how about it, guys? What do you think?

Chris Lillies
Winnipeg, Manitoba
CANADA

What do we think, Chris? We think your idea of an informal poll is a good one. So what does everyone think? Should we keep the current logo, revert to the "classic" logo, or design an entirely new one? Let us know because, as Stan Lee has always been fond of saying, the fans are the true editors of Marvel comic books!

Dear Matt and Ralf,

You're halfway there! Peter's personal life is a total mess. Now, all you have to do is let him use the Spider-Man suit as an escape from the misery of real life, and you'll be back on track. You know, back when being a friendly neighborhood webspinner was fun?

Villains like the Ghost are a nice relief from the usual parade of heavy hitters like Venom and Doc Ock. I'm not too sure what to make of Cassandra Locke, though, mostly because I'm not sure why she was in this issue, other than as a plug for MARVEL: THE LOST GENERATION. Jonah's behavior is a bit odd as well.

He's always been tough on Pete, but never flat out, close-the-door-in-your-face, mean. Maybe he's been replaced by the Chameleon again. Having him know Pete's identity is a no-no. If that's the case, Madame Webb better be paying JJJ a visit in the near future.

I do agree that Pete should branch out, get some shots of the Avengers or something. I'm glad the TriCorp thing is over. After it was introduced, it never really paid off in any way, and sometimes I felt like it had been forgotten. Better to cut away that kind of excess baggage.

My one main complaint with this series is with the dialogue. At times it can be pretty unrealistic. Example: Page 7, panels one and two. Pete: "I've been looking all over for you." Cassandra: "I...er..." Pete: "Terry! Terry Kwan! I'm talking to you!" First, I get that you are trying to establish the misdirection, but the execution is clunky. Second, who really says "I...er..."? Third, unless there is another Terry nearby, I think the full name is a bit overboard. Plus, if you say it out loud, it sounds like Pete is mad at Terry. "I'm talking to you" is a bold statement. He could have just taken another step and tapped her on the shoulder. Much less rude and would have still gotten the point across. Ah well, just a thought.

One last question, just how can the Ghost hit you, when, at the same time, you cannot hit him?

Ronnie Dingman
Louisville, KY

The Ghost controls his own instability, Ronnie, just like the Vision and Shadowcat do. He decides when he's solid and when he's not. Pretty neat, eh?

Oh yeah, and just one more thing: "I...er..."
There. See, people use that in everyday conversation all the time!

Dear Spider's Web,

"Is Mary Jane alive?" says the tagline on the cover. I sure hope so (and think so), and I hope this search for Mary Jane isn't going to last too long—not longer than a year, anyway. Please. I think it's better to solve subplots within six months and move on to new ones with maybe one major subplot that lasts about year.

John Byrne draws a nice Dr. Doom, but with the recent events in FANTASTIC FOUR, I knew ahead of time that it was going to be a Doom robot. It would be nice to have Spider-Man facing the real Doom again sometime soon (after the current FF storyline concludes, of course). I don't think those two have met one-on-one since AMAZING SPIDER-MAN #350.

Oh, and one complaint about

recent AMAZING SPIDER-MAN covers: The color schemes are just painful to the eye. Ouch! Tone down the bright colors!

Michael Bregman
Mickey@mickey.net

Do you have some beef with Spidey, Michael? Usually, wishing someone would have an encounter with Vic Doom isn't something you'd do to someone you liked even a little bit. It's kind of like hoping someone gets audited by the IRS, which we now (just to be fair) wish upon you!

Dear Spider's Web,

I am a long-time reader of Spider-Man and I had felt that the webbed one was losing some of its edge lately. However, although I believe that Mary Jane should return, her apparent death has really brought back a sense of excitement to the Spidey titles. Howard Mackie's writing has greatly improved in the past few months. The appearance of Dr. Doom in AMAZING SPIDER-MAN #15 was well thought out, and did not seem forced like some of the guest spots immediately following the relaunch. Keep up the good work, guys!

While reading ASM #15, I noticed that although Anna's hair appeared to be yellow on the cover, it was brown throughout the book. This confused me at first, but then I realized that the unnatural lighting provided by Doom's android's weapon fire as Spidey fled with Anna caused her brown hair to appear blonde. How's that? Sounds like no-prize material to me.

D. McCall
Maryville, TN

That's a pretty thin try for a no-prize, D., but technically correct. Although it bothers us to no end, your no-prize is in the mail.

Dear CrawlSpace,

I did not like AMAZING SPIDER-MAN #14 or #15. Did ASM #16 end the streak? In a word: yes. ASM #16 was up to par. The Ghost is a cool but underrated and underused villain, so it is nice to see him strut his stuff. The fight scene with Spider-Man was real and I liked it when the Ghost got in a few punches on Spidey. Too often (I think) Spidey survives fights too easily. Actually, I would have liked more of a fight in this issue, but it was cut short.

I have no ill feelings about Spidey being ditched by Tri-Corp. This aspect of Peter's life was underused and frankly boring. And finally, I'm in a pickle about whether JJJ looked under Spider-Man's mask in PETER PARKER: SPIDER-MAN #10. How are we honestly not supposed to think

that after all these years of torment, JJJ would not look under the mask? It is just too unbelievable that he would not look. I'd like to write this off as a silly gimmick, but hey, it has me thinking...

Brendan Walsh
Sputnik3000@aol.com

Well, if we have you guessing, Brendan, then we must have done something right. Is your point that you find the concept of JJJ not looking under the mask so unlikely that you believe we couldn't possibly come up with a plausible explanation? Gee, that sounds an awful lot like a dare to us...

Dear Web Weavers,

Well, now that we are about a year-and-a-half into the Spidey revamp, I thought it would be a good time to review my thoughts on the books and the direction of the character. AMAZING SPIDER-MAN #16 provides a pretty good reflection on the general state of affairs.

First, the good: John Byrne's art has been well suited to the title. He draws a lithe, agile Spidey. I'm sorry to see him go, but Erik Larsen and John Romita Jr. are both adept replacements. The villain selection has been good also, with a fine mix of new and classic. The Ghost is an old favorite of mine from IRON MAN. Please steal him and add him to the pantheon of Spidey baddies. A renewed focus on Peter's personal life has also added some spark to the title, as have the development of subplots.

Which leads me to the bad: Too many subplots! M.J. missing/dead, Senator Ward, Pete's lab job, Sandman's return to crime, fallout from the Gathering of Five, and so forth. Issue #16 saw a return to the lab for the first time in a number of issues. This leads to choppy flow in the books. More focus, please!

A bigger concern is the loss of some of the essence of what made Peter/Spidey so easy to relate to. Early in the existence of the character, Peter was an everyman: student, girl troubles, money troubles, and the usual teenage concerns. Now he's been cloned, married a supermodel, had his parents return as doppelgangers, his aunt abducted and replaced by a stand-in, and a baby either die or be spirited off by parties unknown. The revamp found him living in a posh pad with a cushy lab job. This doesn't make the character easier to identify with, fellas! Especially the lab job; it would be difficult for someone with Peter's schoolwork track record and resume to get a job like that in the real world. I think the book is on the right track, and the loss of job and apartment in issue #16 is more like the old Parker luck. I just wanted to share with you what I feel are the essentials of the character, and hopefully encourage you to keep moving in a positive direction.

Brian Elliott
(Address withheld by request)

Thanks for writing, Brian. The TriCorp situation obviously didn't pan out like we had anticipated. The idea of Peter finally capitalizing on his science talents was a tantalizing one

to pursue, but it just didn't mix well with the rest of what we had going on. Not that we're closing this door forever, mind you. There's always be the chance we'll return to it in the future.

We are, however, committed to clearing up some of the dangling plot threads from the past year-and-a-half. In fact, ending Peter's employment at TriCorp was just the first step of clearing the plate a bit, as it were. We also think the inclusion of a new voice (in the guise of Paul Jenkins on PETER PARKER: SPIDER-MAN) will help juice things up a bit. Thanks for keeping the faith.

Dear Ralf,

I'd like to thank whoever wrote the cover copy for AMAZING SPIDER-MAN #16. The old-time alliteration and "boggle the mind" catchphrases were so hokey they made me grin from ear to ear!

Given John Byrne's work on MARVEL: THE LOST GENERATION, I wasn't surprised to see Cassandra Locke show up here. Normally, this sort of self-promotion would seem gratuitous. But, isn't the cross-continuity of the Marvel Universe the very essence of its appeal? Certainly, for me, it is. I'll have to admit to being a bit confused that sometimes she would be invisible to the people around her and sometimes she wouldn't. It seemed almost random. However, I'm assuming that it had something to do with her "time travel" controls and her subtle manipulation of them. Using her to undermine Peter's certainty over Mary Jane's survival was also a nice touch.

Well, I wish I could say that I didn't see this coming, but I still can't help but be disappointed that Peter lost his job at TriCorp. I kept hoping that Peter would confide in Dr. Twaki, and, just once, have someone on his side, supporting his Spider-Man identity. Still, I doubt this is the last we'll see of Twaki or TriCorp. You don't just drop little bombs like Cassandra Locke's comments regarding Twaki and his future to brush the character aside. Given the revelations of this issue, I'd like to see Reed Richards pay a call on TriCorp sometime. I always enjoy seeing Marvel's greatest intellects interact.

Scott M. Myers
Charleston, SC
swmyers@aol.com

True, the "cross-continuity of the Marvel Universe" is the very essence of its appeal, but we also will always have a soft spot in our hearts for gratuitous self-promotion.

Hey,

I really liked AMAZING SPIDER-MAN #16. The Ghost is a cool villain. I always liked him in IRON MAN. It's fun to see Spidey go up against another hero's foe; it mixes things up a little bit.

I do have one complaint, though. You're kind of getting carried away with these bad things happening to Peter. I know that his problematic life has always been a big part of the book, but this is too much. I'm sure things will improve when Mary Jane returns (like I actually believe that she's dead). Pretty much everyone that I talk to wants her to come

back.

Jeff Stoltman
stoltman@hbc.com

"Like I actually believe that she's dead"? That sounds like another dare. Don't dare us, Jeff. You never know what'll happen. The last time someone dared us they said, "There's no way you'd ever bring the clone back." So be careful when you're talking tough with us, okay?

Dear Spider's Web,

First off, I would like to comment on AMAZING SPIDER-MAN #16. I really felt that this issue was paced well and had a lot of plot development, but in some areas you guys are going way too fast. I applaud you for trying to get Spidey back to basics, but you don't have to do it in just a couple of issues. We all know what makes Spidey great: money problems, relationship difficulties, taking pix of Spider-Man and selling them to an irate J. Jonah Jameson, and going up against insurmountable odds and not always coming out smelling like a rose.

Ralf, you have had Spider-Man in your care for quite some time now and it's time to make him great again. I continue to trust your judgment with quite possibly the most famous super hero icon in the world. Thank you for all your commitment and hard work.

Robert Acquarulo
New Haven, CT

Well, not to put too fine a point on it, but placing your trust in Ralf's care is your first mistake. And "hard work and commitment"? Try stopping by the Marvel Offices before noon. If you can spot Ralf before the clock strikes twelve, then you get to edit the letters page.

NEXT ISSUE:

ALISTAIR SMYTHE CONTINUES HIS ALL-OUT ASSAULT ON SPIDEY. IF HE WANTS HIS ORIGINAL COSTUME BACK, SPIDER-MAN WILL HAVE TO TAKE OUT EVERY SPIDER-SLAYER THAT SMYTHE CAN THROW HIS WAY! BUT ONE SLAYER IS BEING HELD BACK FOR THE GRAND FINALE. WHAT MAKES THAT ONE SO SPECIAL? FIND OUT IN FOUR WEEKS, IN A TALE GUARANTEED TO TANTALIZE BY HOWARD MACKIE AND THE GUEST ART TEAM OF ERIK LARSEN AND JOHN BEATTY. IF ONLY RALF WERE REALLY A GUEST EDITOR, WE CAN BUT DREAM.

SPIDER'S WEB MARVEL COMICS
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MARK E-MAIL "OKAY TO PRINT"

SPIDER-MAN **CAPTURED BY J. JONAH JAMESON!**

DO YOU THINK SPIDEY'S HAD TROUBLE BEFORE? JUST WAIT'LL YOU READ THIS ONE!

WHAT HAPPENS TO A SUPER-HERO ON THE RUN, WHEN HE HAS NO PLACE TO GO?

SWINGIN' SCRIPT BY: **STAN LEE**
 DAZZLIN' DRAWINGS BY: **STEVE DITKO**
 LOQUACIOUS LETTERING BY: **S. ROSEN**

STURDY STEVEY DITKO DREAMED UP THE PLOT OF THIS TANTALIZING TALE, AND IT'S FULL OF UNEXPECTED SURPRISES! SO, TURN THE PAGE AND SEE IF YOU CAN GUESS WHAT'S COMING NEXT....!

ONE OF THE MANY REWARDS OF BEING A GOOD STUDENT IS THE FACT THAT A PRETTY GAL LIKE LIZ ALLAN MIGHT ASK YOU TO HELP HER WITH HER STUDIES, AS PETER PARKER HAS JUST DONE ...

GNITE, LIZ! HOPE YOU DIG THOSE FORMULAE NOW!

I DIG YOU! EVEN MORE, PETEY!

GOOD! HERE IT IS!

SAY! WHO ARE THOSE THREE SEEDY-LOOKING CHARACTERS SLINKING AROUND BELOW?

SO, I'LL JUST GET HIM TO CHANGE DIRECTION... MY WAY!

THE SPIDER SIGNAL!

BEFORE I GO HOME, I'D BETTER RETRIEVE MY SPIDER BEAM, WHICH I LEFT ON A ROOF LEDGE YESTERDAY! *

MY SPIDER SENSE TELLS ME THAT NO ONE'S AROUND TO SEE ME NOW!

*AS SHOWN IN SPIDER-MAN # 24... STAN.

THE WAY THEY'RE GOING FROM CAR TO CAR, THEY'VE GOT AUTO THIEVES WRITTEN ALL OVER THEM!

HMM... LOOKS LIKE THEY FOUND THE ONE THEY WANT!

NOW, BY MOVING THE SIGNAL OVER TO THOSE PUNKS, HE'LL HAVE TO SEE THEM!

HEY! WHAT'S GOIN' ON HERE??

SOMEONE SPOTTED US!

AND, IF NO ONE'S WATCHING, THERE'S NO NEED FOR ME TO GO TO THE TROUBLE OF CHANGING INTO MY COSTUME!

IT SHOULD BE ON THE LEDGE RIGHT ABOVE ME!

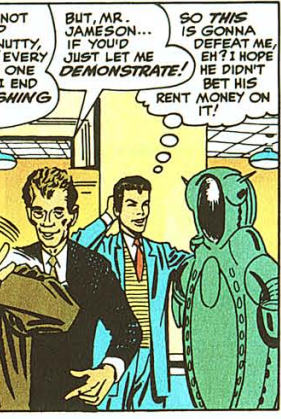
WHAT A LUCKY BREAK! THERE'S A COP! I'LL SAVE ME THE TROUBLE OF WASTING TIME ON THOSE THREE HOODS!

UH OH! IF HE GOES DOWN THAT STREET, HE WON'T SEE THEM!

YOU CAN SAY THAT AGAIN, MISTER! GRAB SOME SKY... I'VE GOT YOU COVERED!

WELL, WELL... WE'VE BEEN LOOKING FOR YOU THREE FOR SOME TIME NOW!

AND JUST OUR LUCK HE FOUND US IN THE MIDDLE OF A CARRER!





VERY WELL, SHYTHE! LET'S SEE YOUR DEMONSTRATION!

OWW! CUT IT OUT, BETTY!

YOU WON'T BE DISAPPOINTED, MR. JAMESON! I PROMISE!



I JUST NEED SOMEONE TO HOLD THIS SPIDER IN ITS GLASS CAGE!

LET PARKER DO IT! IT WAS HIS IDEA!

WHO, ME?



DON'T WORRY, MY BOY! YOU WON'T BE HURT! I JUST WISH TO SHOW HOW MY ROBOT CAN SENSE A SPIDER'S PRESENCE ANYWHERE!

OHGOSH! WHAT IS THIS GUY DOING? A CRACK-POT?!



SEE HOW EASILY IT'S DONE! THE PRESS OF A BUTTON RELEASES THE COILS INSTANTLY!

I'M SOLD! I'LL PAY WHATEVER YOU WANT FOR THE ROBOT! SOMETHING TELLS ME I'M GONNA GET SPIDER-MAN THIS TIME!



I DON'T WANT TO SELL IT OUTRIGHT! I'D RATHER RENT IT TO YOU!

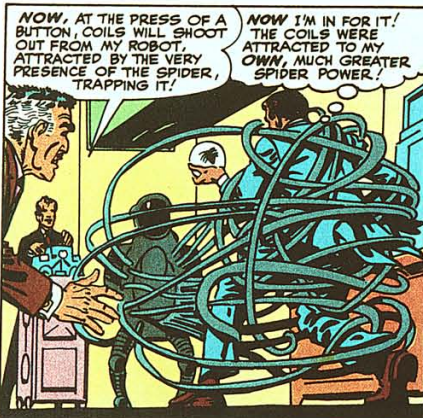
SURE! SURE! STEP INTO MY OFFICE AND WE'LL WORK OUT THE DETAILS!

WELL, MR. PARKER! I HOPE YOU'RE QUITE SATISFIED WITH YOURSELF!



YOU'RE EVEN WORSE THAN MR. JAMESON! AT LEAST HE THINKS HE HAS A REASON TO HATE SPIDER-MAN! BUT YOU HAVEN'T!

GOSH, BETTY! I DIDN'T MEAN ANY HARM! I THOUGHT IT WOULD BE FUN!



NOW, AT THE PRESS OF A BUTTON, COILS WILL SHOOT OUT FROM MY ROBOT, ATTRACTED BY THE VERY PRESENCE OF THE SPIDER, TRAPPING IT!

NOW I'M IN FOR IT! THE COILS WERE ATTRACTED TO MY OWN, MUCH GREATER SPIDER POWER!



IT SHOULD HAVE GRABBED THE SPIDER, RATHER THAN PARKER! BUT, THAT ISN'T IMPORTANT! I CAN IRON OUT A FEW LITTLE BUGS LIKE THAT! BUT, YOU CAN SEE HOW IT AUTOMATICALLY ENSNARES ANYTHING RELATED TO A SPIDER!

HE'S RIGHT! EVEN MY SPIDER STRENGTH CAN'T SNAP THE STEEL STRANDS!

NO USE STRUGGLING, PARKER! YOU CAN NOT BREAK THAT COILED STEEL!

MMM! NOT BAD! NOT BAD!



FUN?? FUN TO HELP GET SPIDER-MAN CAPTURED? AND AFTER THIS WAY HE SAVED YOUR AUNT MAY FROM DR. OCTOPUS?*

*AS SHOWN IN SPIDER-MAN ANNUAL #1...STAN.



HONESTLY!! IF I LIVE TO BE A HUNDRED, I'LL NEVER UNDERSTAND YOU, PETER! NOW GO JOIN YOUR LEADER, JOLLY JONAH JAMESON! GOOD-BYE!

BETTY... WAIT!



BOY! DID I FOUL MYSELF UP THIS TIME? I THOUGHT IT WOULD BE A BIG GAG, BUT THAT ROBOT REALLY IS DANGEROUS! AND BETTY'S MAD AT ME NOW, AND HERE I GO AGAIN!

YEEESH! MY LUCK SURE RUNS THE GAMUT FROM BAD TO HOPELESS!



YOU FINALLY GOT WHAT YOU DESERVE, MISTER PARKER! I HOPE YOU NEVER BREAK LOOSE!

SEE HOW SIMPLE IT IS, MR. JAMESON! I MUST IT WILL LOCATE SPIDER-MAN THROUGH ITS HYPER-SENSITIVE GEIGER-TYPE APPARATUS! THEN IT WILL TRAP HIM IN ITS COIL SPRINGS!

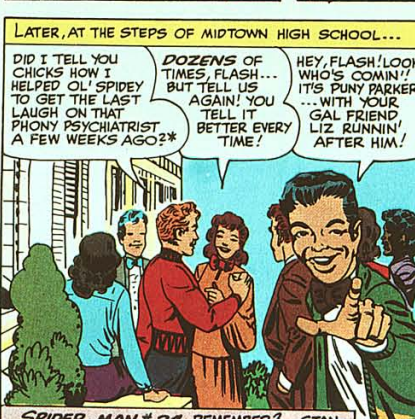
I ADMIT, IT SOUNDS LIKE A FOOL-PROOF APPROACH!



AND, BEST OF ALL, YOU CAN ENJOY THE TRIUMPH BY OPERATING THE ROBOT YOURSELF!

IT'S GUIDED BY A SIMPLE REMOTE CONTROL MECHANISM YOU CAN HANDLE FROM HERE! YOU'LL BE IN COMPLETE CHARGE!

HEY! HOW ABOUT GETTING ME OUT OF HERE?!



LATER, AT THE STEPS OF MIDTOWN HIGH SCHOOL...

DID I TELL YOU CHICKS HOW I HELPED OL' SPIDEY TO GET THE LAST LAUGH ON THAT PHONY PSYCHIATRIST A FEW WEEKS AGO?*

DOZENS OF TIMES, FLASH... BUT TELL US AGAIN! YOU TELL IT BETTER EVERY TIME!

HEY, FLASH! LOOK WHO'S COMIN'! IT'S PUNY PARKER... WITH YOUR GAL FRIEND LIZ RUNNING AFTER HIM!

*SPIDER-MAN #24, REMEMBER?...STAN.



SEE, FLASH? I TOLD YOU THE TWO OF THEM HAD A DATE LAST NIGHT!

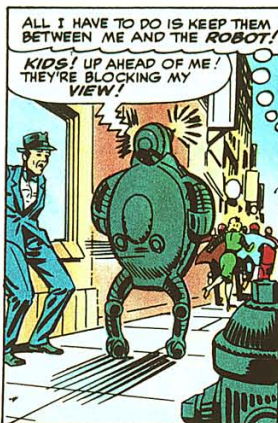
THAT'S OKAY! JUST RELAX AND WATCH ME HANDLE THIS! I KNOW JUST WHAT TO DO!

PETEY! OH, PETEY... WAIT FOR ME!





PARKER! IT'S FLASH AND HIS STOOGES! I THINK I CAN USE THEM THIS TIME!
COME BACK AN' FIGHT! YOU CHICKEN!



ALL I HAVE TO DO IS KEEP THEM BETWEEN ME AND THE **ROBOT!**
KIDS! UP AHEAD OF ME! THEY'RE BLOCKING MY VIEW!



HOLY SMOKE! WHAT IN THE NAME OF CREATION DO YOU CALL THAT??
WHAT'S THAT THING ADVERTISING?? IS HE GIVIN' AWAY ANY FREE SAMPLES??
OUTTA MY WAY, YOU BRATS! MOVE!



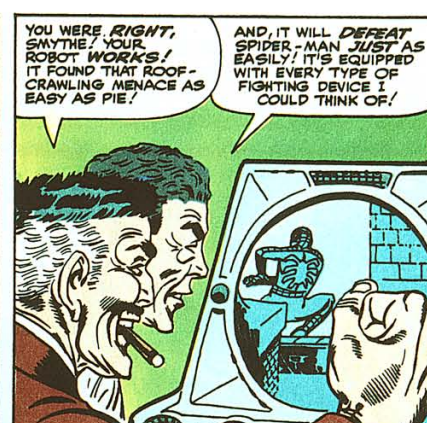
FLASH! L-LOOK BEHIND US!!
HOLY SMOKE! IT'S JAMESON... I'D KNOW HIS FACE ANYWHERE! B-BUT HE'S TURNED INTO A MONSTER!



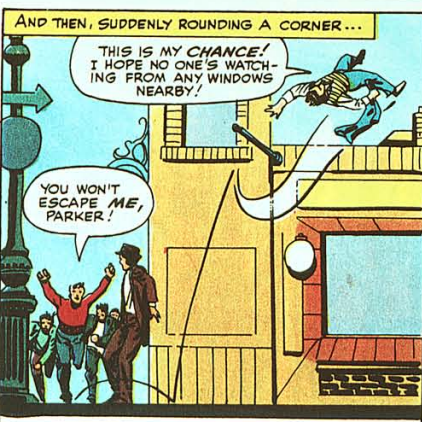
OUT OF THE WAY... EVERYBODY!! SPIDER-MAN MUST BE SOMEWHERE AHEAD OF ME!
SPIDER-MAN! WOW! WE'VE GOTTA KEEP RUNNING! I DON'T WANNA MISS THIS!
HOW CAN I SLIP AWAY IN FULL VIEW OF EVERYONE, AND CHANGE TO SPIDEY? I MUST DO IT, BECAUSE THEY'LL GUESS WHO I AM IF THE ROBOT GRABS ME!



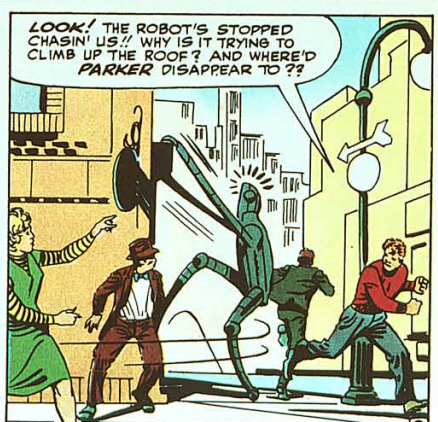
HOW'D IT GET HERE SO FAST? I DIDN'T EVEN HAVE TIME TO PUT MY SHOES OR GLOVES ON!!
SPIDER-MAN! I'VE FOUND YOU!!



YOU WERE RIGHT, SMYTHE! YOUR ROBOT WORKS! IT FOUND THAT ROOF-CRAWLING MENACE AS EASY AS PIE!
AND, IT WILL DEFEAT SPIDER-MAN JUST AS EASILY! IT'S EQUIPPED WITH EVERY TYPE OF FIGHTING DEVICE I COULD THINK OF!



AND THEN, SUDDENLY ROUNDING A CORNER...
THIS IS MY CHANCE! I HOPE NO ONE'S WATCHING FROM ANY WINDOWS NEARBY!
YOU WON'T ESCAPE ME, PARKER!



LOOK! THE ROBOT'S STOPPED CHASIN' US!! WHY IS IT TRYING TO CLIMB UP THE ROOF? AND WHERE'D PARKER DISAPPEAR TO??



LOOK! THERE HE IS!
WHUE! LUCKY HE DELAYED FOR A SECOND! AT LEAST I'M FULLY COSTUMED NOW!
RECOGNIZE ME, SPIDER-MAN?? IT'S YOUR OLD PAL, J. JONAH!! I'VE FINALLY FOUND A WAY TO CLIP YOUR WINGS FOREVER!
HE CAN EVEN TALK THROUGH THAT THING!!



WHILE, IN THE STREET BELOW...
THAT'S FUNNY... WE LOST PARKER! AND THE ROBOT'S GONE!
THE ROBOT SAID SPIDER-MAN WAS AROUND HERE! MAYBE PARKER FOUND HIM!
OH, DEAR! I HOPE HE DIDN'T!
AND THAT ROBOT, WITH JAMESON'S FACE, IS AFTER HIM! LOOK OUT!
YOU WON'T ESCAPE ME, SPIDER-MAN!! I CAN FOLLOW WHEREVER YOU GO!







BUT, ONCE AGAIN, OUR SCENE BRIEFLY CHANGES, AS WE FIND BETTY BRANT ARRIVING AT THE HOME OF PETER PARKER...

WHY IS THAT LITTLE GROUP GATHERED IN FRONT OF PETER'S HOUSE?



NOW YOU JUST WAIT HERE, FLASH! I'LL GO AND SEE IF HE'S IN!

IT'S THAT BLONDE LIZ ALLAN! SO! PETER STILL SEES HER.

AND IF HE IS, I'LL WARN HIM NOT TO COME OUT TILL FLASH HAS GONE!



WELL! FANCY MEETING YOU HERE, MISS ALLAN! DO YOU ALWAYS TRAVEL IN A PACK LIKE THAT??

WHY, NO, MISS BRANT! BUT SOME TIMES IT'S HARD TO GET RID OF ALL MY ADMIRERS! ALTHOUGH I'M SURE YOU DON'T HAVE THAT PROBLEM!



NOW, THEN, WOULD YOU GIRLS LIKE A NICE REFRESHING CUP OF TEA, OR...?

OH, EH, NO THANKS, MRS. PARKER. I REALLY HAVE TO BE GOING!

YES, SO DO I! I'LL SEE PETER SOME OTHER TIME!



WELL, WAS HE IN? WHERE IS HE?

HE WASN'T IN, AND I DON'T KNOW WHERE HE IS! GOOD-BYE, MISS BRANT!

GOOD-BYE, MISS ALLAN!



WAIT, LIZ... DON'T GO! DON'T YOU WANNA SEE YOUR BOOKWORM BOY-FRIEND EAT CROW WHEN HE FINDS ME WAITING FOR HIM?

I DO NOT! I'M GOING HOME!

WE'D BETTER CUT OUT, TOO, FLASH! IT'S GETTING LATE!



OH, WHAT A LOVELY SURPRISE! BETTY BRANT AND LIZ ALLAN! DO COME IN, MY DEARS! TODAY SEEMS TO BE MY DAY FOR SURPRISES!

WHAT DOES SHE MEAN BY THAT?

IS PETER IN, MRS. PARKER?



NO, DEAR... HE'S OUT, ALTHOUGH I EXPECT HIM BACK SHORTLY! WON'T YOU COME IN AND WAIT?

YES, I CERTAINLY WILL, THANK YOU!

AND SO WILL I!



NOW THAT YOU'RE HERE, I'D LIKE YOU TO MEET ANOTHER CHARMING YOUNG LADY... SHE'S THE NIECE OF MRS. WATSON, MY NEXT-DOOR NEIGHBOR!

ANOTHER GIRL??

MORE COM-PETITION??



C'MON, LET'S GET SOMETHING TO EAT!

SURE, TOMORROW'S ANOTHER DAY! YOU CAN FIND PARKER ANY TIME!

THAT'S RIGHT! WE CAN'T HANG AROUND HERE FOREVER!

HEY, WAIT...!



LET 'EM GO! THAT MILKSOP HAS TO COME BACK SOME TIME... AND I'M STAYIN' TILL HE DOES!

ALTHOUGH IT WOULD BE MORE FUN TO PROVE HOW YELLOW HE IS WITH THE OTHER GUYS WATCHING!



AND SO WE AGAIN TAKE OUR LEAVE OF THE THOMPSON FAMILY'S PRIDE AND JOY, AS WE RETURN ONCE MORE TO OUR WEB-SPINNING WONDER....

HE'S STILL COMING AFTER ME! BUT, I MANAGED TO INCREASE MY LEAD OVER HIM!



MARY JANE, THIS IS BETTY BRANT, AND THIS IS LIZ ALLAN! GIRLS, I'D LIKE YOU TO MEET MARY JANE WATSON!

SHE JUST DROPPED IN TO VISIT MY NEPHEW!



SHE'S A FRIEND OF PETER'S?? SHE LOOKS LIKE A SCREEN STAR!

HE'S BEEN HIDING HER FROM US?? OUR SHY, BASHFUL, STUDIOUS PETER??!



AT LEAST IT'LL GIVE ME TIME TO SLOW DOWN AND REST FOR A FEW SECONDS! WHW!

OL' SPIDER-STRENGTH, DON'T FAIL ME NOW!



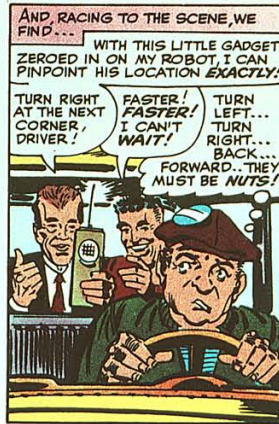
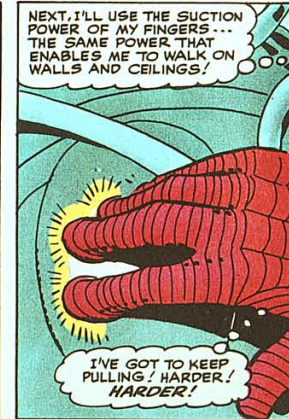
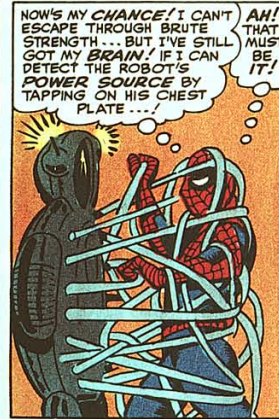
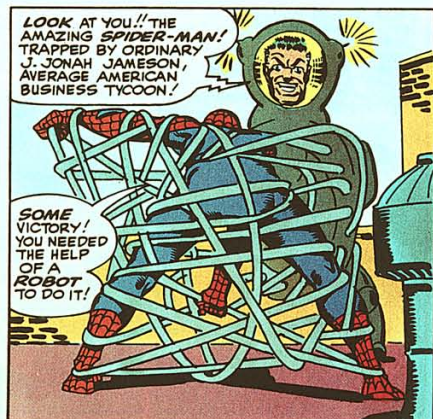
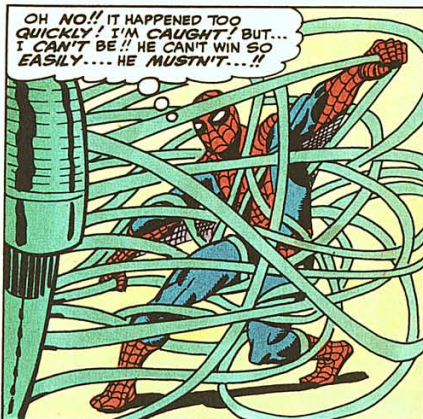
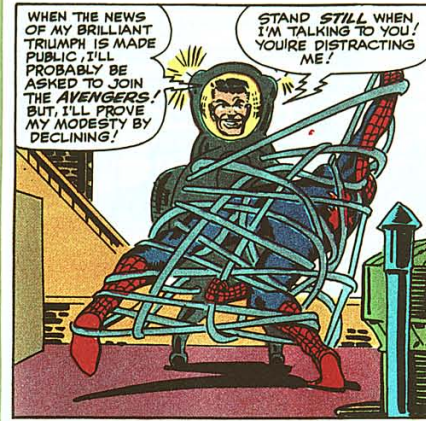
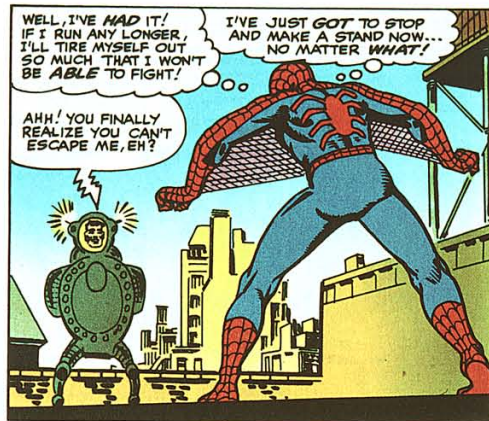
WELL, HEL-LO, DERE! YOU WOULDN'T BE TRYING TO HIDE FROM FUN-LOVING JONAH, WOULD YOU??

OH, BROTHER! NOW HE'S BECOMING A COMEDIAN!



HE FLOATS THROUGH THE AIR WITH THE GREATEST OF EASE....!!

YEEESH! I WONDER IF I SOUNDED THAT CORNY WHEN THE SHOE WAS ON THE OTHER FOOT?!





IN FACT, THE PRESIDENT WILL NO DOUBT PROCLAIM IT AS J. JONAH JAMESON DAY, TO HONOR THE MAN WHO CONQUERED THAT WEB-HEADED MENACE!

LOOK AT HIM... STRUGGLING LIKE A RAT IN A TRAP! IT'S A SIGHT TO TREASURE FOR ALL THE GOLDEN YEARS TO COME!



AND NOW AT LAST, I'LL TEAR OFF YOUR MASK, AND FINALLY SEE... HEY!! WHA...? WHAT'S THIS???

MR. JAMESON! WHAT HAVE YOU DONE TO HIS HEAD???

I DIDN'T DO ANYTHING! HE HASN'T GOT A HEAD! ULP!! WHAT AM I SAYING??!



WHILE ON A NARROW LEDGE, JUST ABOVE JAMESON AND SMYTHE, WE FIND...

THIS MAKES UP FOR EVERYTHING! IT'S WORTH LOSING MY SPIDEY COSTUME JUST TO SEE THAT DUMB LOOK OF BEWILDERMENT ON JONAH'S UGLY PAN!

I OUGHT TO PATENT THIS IDEA AND SELL IT! BY USING MY WEB FLUID, ANYONE CAN MAKE LIFE-LIKE INSTANT PUPPETS!

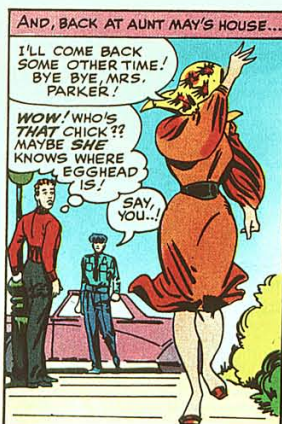


THIS IS MOST ANNOYING! I WAS SURE MY ROBOT WAS UNBEATABLE! OH, WELL, BACK TO THE DRAWING BOARD....

HE MADE A FOOL OF ME AGAIN! I NEVER SHOULD HAVE LISTENED TO THAT IDIOT PARKER! AS FOR YOU, GET OUT OF HERE WITH THAT CRAZY ROBOT BEFORE I WRAP IT AROUND YOUR SCRAWNY NECK!



I WONDER IF HE KNOWS HOW BEAUTIFULLY HIS EYES GLISTEN WHEN HE GETS ANGRY?? I'LL JUST SNAP A FEW SHOTS OF THIS TO CHUCKLE OVER IN MY OLD AGE!



AND, BACK AT AUNT MAY'S HOUSE...

I'LL COME BACK SOME OTHER TIME! BYE BYE, MRS. PARKER.

WOW! WHO'S THAT CHICK?? MAYBE SHE KNOWS WHERE EGGHEAD IS!

SAY, YOU...



IF YOU'VE GOT NO BUSINESS AROUND HERE, SON, YOU'D BETTER MOVE ON! WE RECEIVED A CALL ABOUT A SUSPICIOUS-LOOKING CHARACTER HANGING AROUND!

IT MUST BE PARKER! HE'S PROBABLY HIDING IN THE HOUSE AND FIGURED HE'D GET RID OF ME THIS WAY!



GOSH, I CAN'T BELIEVE YOU SUSPECT ME OF BEING SPIDER-MAN! LOOK UNDER MY COAT SLEEVES... NO COSTUME! NOW, WOULD HE EVER GO OUT WITHOUT IT?

PETER PARKER! YOU SILLY BOY!! OF COURSE YOU'RE NOT SPIDER-MAN!

SO FAR I HAVEN'T ACTUALLY TOLD AN UN-TRUTH!



BUT I DON'T WANT YOU WEARING THAT SILLY COSTUME TO ANY PARTIES... IT MIGHT GET YOU IN TROUBLE! SO, I'LL JUST TAKE IT WITH ME! AND THERE'S A CAKE FOR YOU IN THE KITCHEN!

SHE'S GONE! BOY, WHAT A CLOSE SHAVE!

SHE MUST NEVER DISCOVER MY SECRET! AT HER AGE, THE SHOCK COULD BE FATAL!



BUT I'M IN THE CLEAR AGAIN... FOR NOW! ALL IN ALL, THINGS DIDN'T WORK OUT TOO BADLY... EXCEPT THAT I'VE BECOME A SUPER-HERO WITHOUT A COSTUME!

WHAT IF I HAVE TO BECOME SPIDEY AGAIN, SOON?

OH, WELL, I'LL WORRY ABOUT THAT WHEN THE TIME COMES!

AND, UNLESS WE MISS OUR GUESS, THAT TIME IS COMING SOONER THAN PETER THINKS! BUT, YOU'LL LEARN ABOUT IT FOR YOURSELF WHEN YOU READ OUR SENSATIONAL NEXT ISSUE... DON'T MISS IT! IT'S YOUR KIND OF YARN!



FINALLY, A SHORT TIME LATER...

HI, AUNT MAY! SORRY I'M LATE! BOY, I'M STARVED!

YOU CAN HAVE SOMETHING TO EAT LATER! RIGHT NOW, I WANT TO HAVE A SERIOUS TALK WITH YOU!



WOW! IT MUST BE SERIOUS! YOU'RE ALWAYS TRYING TO GET ME TO EAT MORE! WHAT'S WRONG?

THAT, YOUNG MAN, IS WHAT I WANT YOU TO TELL ME!

WHAT DO YOU MEAN?



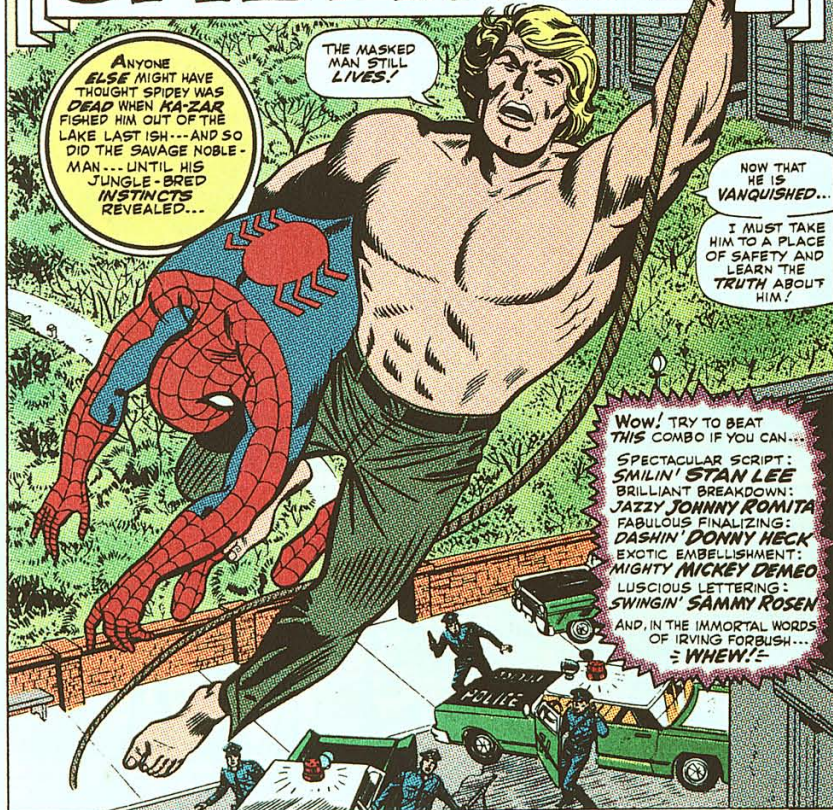
I WENT UP TO TIDY YOUR ROOM AFTER MARY JANE WENT HOME, AND...

MARY JANE?! I WANTED YOU TO MEET HER... BUT, THAT CAN WAIT!

WHAT DO YOU MEAN?

THE AMAZING SPIDER-MAN!™

TO KILL A SPIDER-MAN!



ANYONE ELSE MIGHT HAVE THOUGHT SPIEY WAS DEAD WHEN KA-ZAR FISHED HIM OUT OF THE LAKE LAST ISH... AND SO DID THE SAVAGE NOBLE-MAN... UNTIL HIS JUNGLE-BRED INSTINCTS REVEALED...

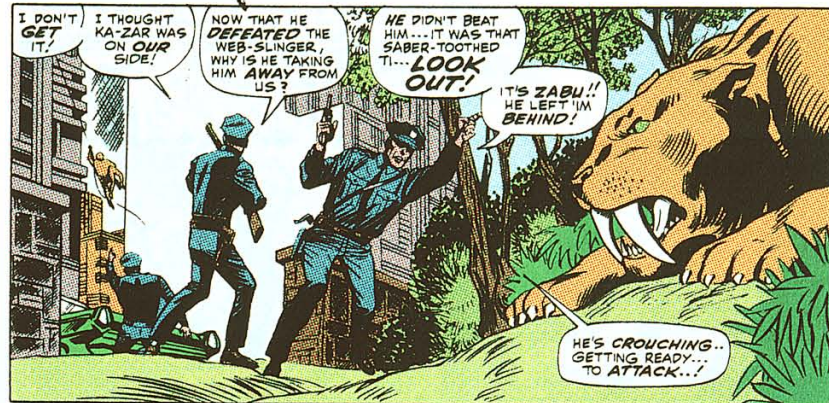
THE MASKED MAN STILL LIVES!

NOW THAT HE IS VANQUISHED...

I MUST TAKE HIM TO A PLACE OF SAFETY AND LEARN THE TRUTH ABOUT HIM!

Wow! TRY TO BEAT THIS COMBO IF YOU CAN...

SPECTACULAR SCRIPT: SMILIN' STAN LEE
BRILLIANT BREAKDOWN: JAZZY JOHNNY ROMITA
FABULOUS FINALIZING: DASHIN' DONNY HECK
EXOTIC EMBELLISHMENT: MIGHTY MICKEY DEMEO
LUSCIOUS LETTERING: SWINGIN' SAMMY ROSEN
AND, IN THE IMMORTAL WORDS OF IRVING FORBUSH...
= WHEW! =



I DON'T GET IT!

I THOUGHT KA-ZAR WAS ON OUR SIDE!

NOW THAT HE DEFEATED THE WEB-SLINGER, WHY IS HE TAKING HIM AWAY FROM US?

HE DIDN'T BEAT HIM... IT WAS THAT SABER-TOOTHED TIGER... LOOK OUT!

IT'S ZABU!! HE LEFT 'IM BEHIND!

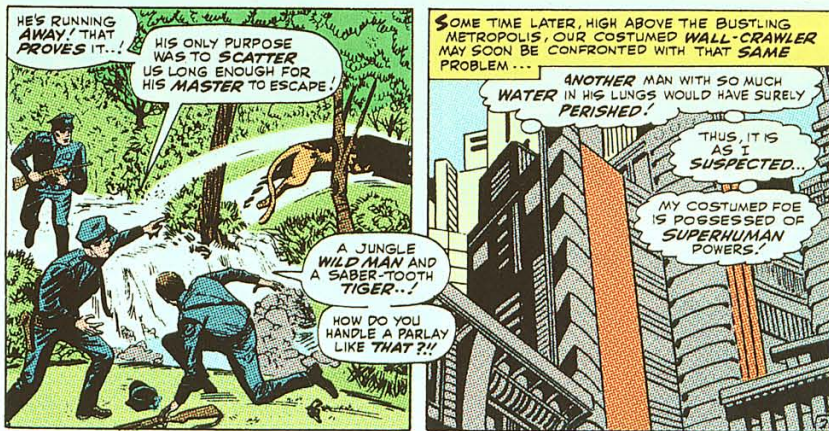
HE'S CROUCHING... GETTING READY... TO ATTACK...!



HIS CLAWS ARE SHEATHED!

HE'S NOT TRYING TO INJURE US!

HE'S FOLLOWING KA-ZAR'S ORDERS!



HE'S RUNNING AWAY! THAT PROVES IT...

HIS ONLY PURPOSE WAS TO SCATTER US LONG ENOUGH FOR HIS MASTER TO ESCAPE!

SOME TIME LATER, HIGH ABOVE THE BUSTLING METROPOLIS, OUR COSTUMED WALL-CRAWLER MAY SOON BE CONFRONTED WITH THAT SAME PROBLEM...

ANOTHER MAN WITH SO MUCH WATER IN HIS LUNGS WOULD HAVE SURELY PERISHED!

THUS, IT IS AS I SUSPECTED...

MY COSTUMED FOE IS POSSESSED OF SUPERHUMAN POWERS!

A JUNGLE WILD MAN AND A SABER-TOOTH TIGER...
HOW DO YOU HANDLE A PARLAY LIKE THAT?!!



YET, DESPITE HIS UNBELIEVABLE STRENGTH... IF NOT FOR KA-ZAR'S JUNGLE KNOWLEDGE OF SURVIVAL AID...

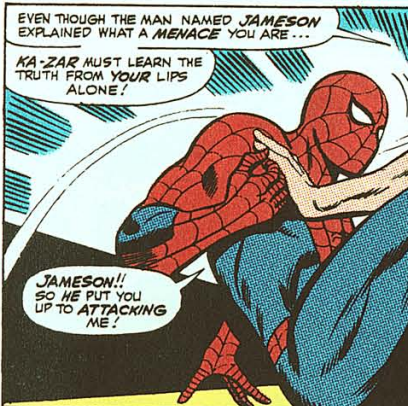
AHH!
HE BEGINS TO STIR... AT LAST!

UNHHH...



NEVER HAS KA-ZAR FOUGHT MORE VALIANT A FOE!

I COULD NOT BRING MYSELF TO ALLOW YOU TO PERISH!



EVEN THOUGH THE MAN NAMED JAMESON EXPLAINED WHAT A MENACE YOU ARE...

KA-ZAR MUST LEARN THE TRUTH FROM YOUR LIPS ALONE!

YOUR VOICE! IT HAS A DIFFERENT QUALITY!

IT IS NO LONGER HESITANT... NO LONGER UNSURE!

SOMEHOW... YOU ARE... CHANGED!

JAMESON!! SO HE PUT YOU UP TO ATTACKING ME!



CHANGED??? I CAN REMEMBER THE SHOCK... OF HITTING THE WATER... MUST HAVE CURED IT!
OF COURSE!! NOW! MY AMNESIA IS GONE!
THAT'S IT?



AND SO, AS A GREAT WAVE OF RELIEF ENGULFS MARVELDOM ASSEMBLED, WE RETURN ONCE MORE TO THAT PEARLESS PARAGON OF PUBLISHING POMPOSITY... JOLLY JONAH JAMESON HIMSELF...

SPEAK UP, MISS BRANT! DON'T MUMBLE!

PROFESSOR SMYTHE IS ON THE PHONE!

WHAT IS IT NOW??

HE'S THAT NITWIT WHO BUILT A ROBOT TO DEFEAT SPIDER-MAN!*

SMYTHE? OH YEAH... NOW I REMEMBER!

BUT HE FAILED... LIKE EVERYONE ELSE!

* WE THINK IT WAS ISH #25!... SMILEY.



SMYTHE? THIS IS JAMESON!

DIDN'T THINK YOU'D HAVE THE NERVE TO CALL ME... AFTER YOUR LAST FIASCO!

WHAT'S THAT? YOU'VE GOT A NEW WARE FOR BRAINED SCHEME FOR POLISHING OFF SPIDER-MAN?!!

GO TELL IT TO CITY HALL, YA BUM!

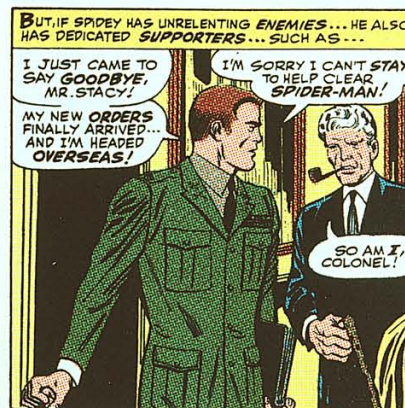


NOW CALM DOWN, J.J.!

I'M JUST AS DISAPPOINTED AS YOU ARE ABOUT OUR PREVIOUS FAILURE! BUT...

WE NOW HAVE A CHANCE TO COMPLETELY CRUSH THE WEB-SPINNER!

AND THIS TIME... IT COMPLETELY WON'T FAIL!



BUT, IF SPIDEY HAS UNRELENTING ENEMIES... HE ALSO HAS DEDICATED SUPPORTERS... SUCH AS...

I JUST CAME TO SAY GOODBYE, MR. STACY!

I'M SORRY I CAN'T STAY TO HELP CLEAR SPIDER-MAN!

MY NEW ORDERS FINALLY ARRIVED... AND I'M HEADED OVERSEAS!

SO AM I, COLONEL!

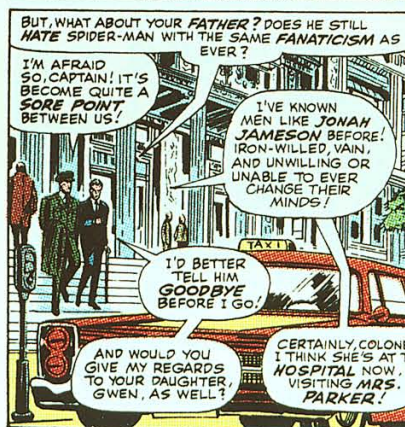


EVEN THOUGH YOU'VE RETIRED FROM THE POLICE, DO YOU THINK THERE'S A CHANCE...?

DON'T WORRY, MY BOY!

I FIND THIS SPIDER-MAN MATTER COMPLETELY FASCINATING!

I WON'T REST TILL I GET TO THE BOTTOM OF IT!



BUT, WHAT ABOUT YOUR FATHER? DOES HE STILL HATE SPIDER-MAN WITH THE SAME FANATICISM AS EVER?

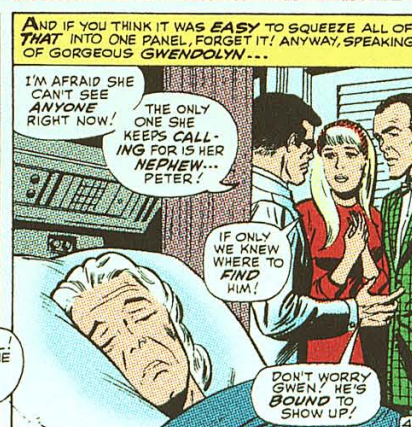
I'M AFRAID SO, CAPTAIN! IT'S BECOME QUITE A SORE POINT BETWEEN US!

I'VE KNOWN MEN LIKE JONAH JAMESON BEFORE! IRON-WILLED, VAIN, AND UNWILLING OR UNABLE TO EVER CHANGE THEIR MINDS!

I'D BETTER TELL HIM GOODBYE BEFORE I GO!

AND WOULD YOU GIVE MY REGARDS TO YOUR DAUGHTER, GWEN, AS WELL?

CERTAINLY, COLONEL! I THINK SHE'S AT THE HOSPITAL NOW, VISITING MRS. PARKER!



AND IF YOU THINK IT WAS EASY TO SQUEEZE ALL OF THAT INTO ONE PANEL, FORGET IT! ANYWAY, SPEAKING OF GORGEOUS GWENDOLYN...

I'M AFRAID SHE CAN'T SEE ANYONE RIGHT NOW!

THE ONLY ONE SHE KEEPS CALLING FOR IS HER NEPHEW... PETER!

IF ONLY WE KNEW WHERE TO FIND HIM!

DON'T WORRY GWEN! HE'S BOUND TO SHOW UP!

I KNOW HE'S TAKEN OFF ON THOSE MYSTERIOUS PHOTO ASSIGNMENTS BEFORE...
IF HE WAS HURT... OR WORSE... SOMEONE WOULD HAVE FOUND HIM BY NOW!

BUT NEVER THIS LONG... NEVER WHILE HIS AUNT WAS SO ILL!

NO! DON'T EVEN SAY IT!

BUT, FOR ONCE, OUR YOUTHFUL ADVENTURER ISN'T HURT... OR WORSE! ALTHOUGH, WE MUST ADMIT, HE'S NOT EXACTLY A CARE-FREE CAVORTER...

...AND THAT'S THE STORY, WILD MAN!

I MUST HAVE BEEN INJURED WHILE FIGHTING POCOCK, AND... WITH MY MEMORY GONE... HE TRIED TO CONVINCE ME WE WERE PARTNERS!

IN THE JUNGLE, WE LEARN TO SENSE TRUTH FROM FALSEHOOD!

KA-ZAR KNOWS YOU SPEAK THE TRUTH!

BUT NOW THERE IS MUCH TO DO!

KA-ZAR WILL AID YOU TO CLEAR YOUR... WAIT!

THAT GUTTERAL SOUND... IN THE STREET FAR BELOW!!

HEY!! WATCH IT, MAN!

IF YOU MISS THAT LEDGE...

THE WARNING ROAR OF ZABU!!

KA-ZAR DOES NOT MISS!

AND, IN THE STREET BELOW...

...A GRIMLY GROWLING SABER TOOTH PROWLs THE PAVEMENT, SEARCHING FOR HIS MASTER...

GRRRRRRRRR!

...A MASTER WHO DOES NOT FAIL HIM!

GUNS AGAINST ZABU?? NEVER!

LOOK OUT! IT'S KA-ZAR! HE'S TRYING TO SAVE THE TIGER!

FROM WHAT?

ALL WE WANNA DO IS GET 'IM OFF THE STREETS!

HOLD YOUR FIRE, MEN! DON'T SHOOT!

PANN!

HOLD IT, FELLA! THERE'S NO NEED FOR THAT!

GUNS!

KA-ZAR HATES GUNS!!

NO MORE WILL ZABU BE PURSUED BY CARS!

NOT WHILE KA-ZAR LIVES!

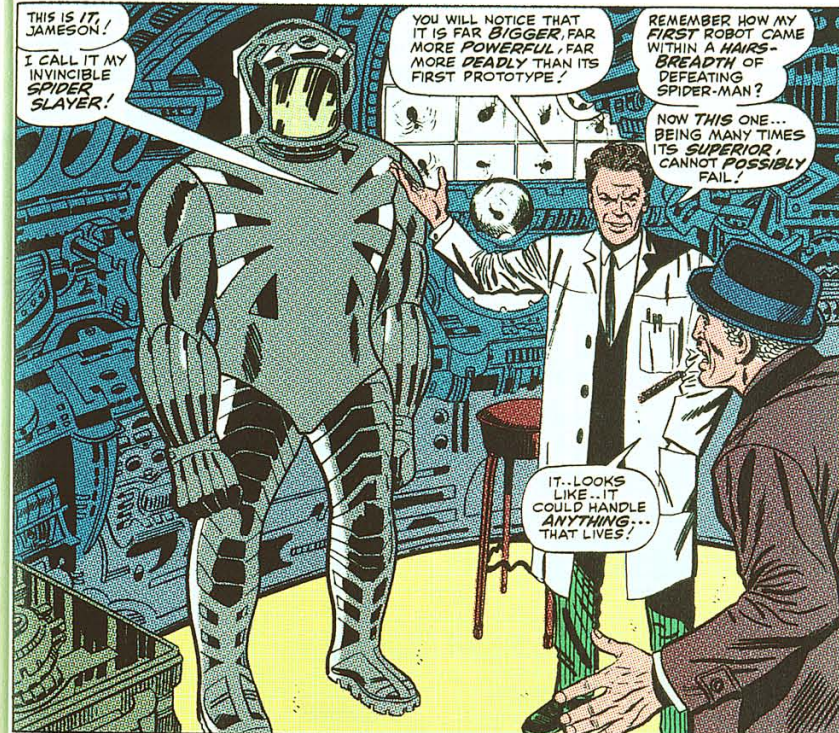
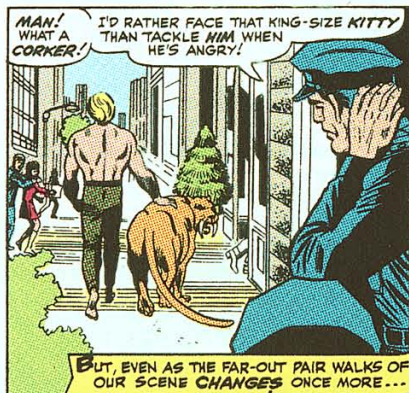
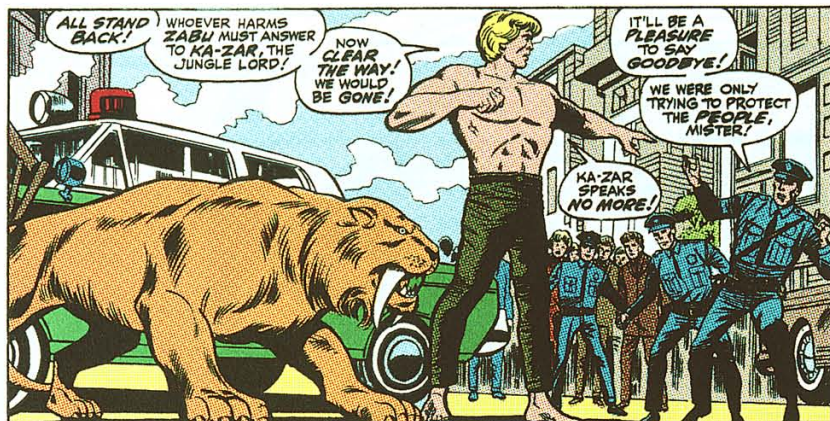
CIVILIZED MEN-- BAN! ALWAYS FIGHTING... CHASING... TRYING TO HARM OTHERS!

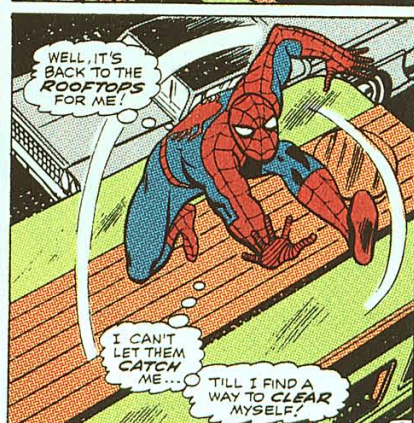
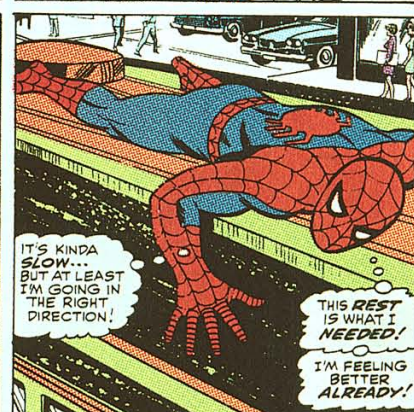
KO U N C H!

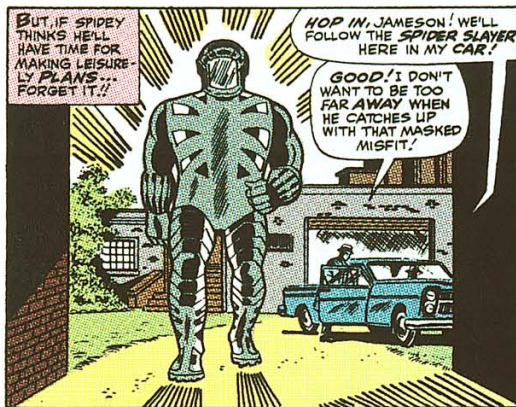
DON'T TRY TO STOP HIM!

HE DOESN'T MEAN ANY HARM!

BESIDES, HIS ESTATE IN ENGLAND HAS ENOUGH DOUGH TO SETTLE UP FOR ALL THE DAMAGES!







BUT IF SPIDEY THINKS HE'LL HAVE TIME FOR MAKING LEISURELY PLANS... FORGET IT!!

HOP IN, JAMESON! WE'LL FOLLOW THE SPIDER SLAYER HERE IN MY CAR!

GOOD! I DON'T WANT TO BE TOO FAR AWAY WHEN HE CATCHES UP WITH THAT MASKED MISFIT!

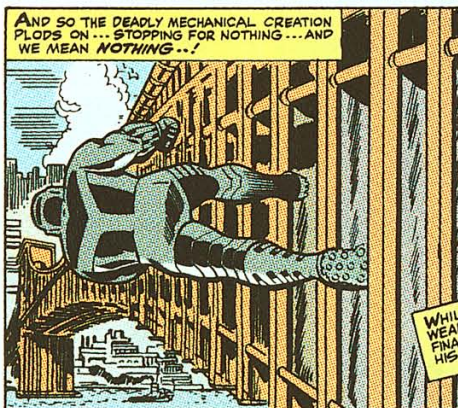


HE WALKS LIKE HE KNOWS WHERE HE'S GOING!

MAYBE HE'S PICKED UP THE TRAIL ALREADY!

OF COURSE! IF SPIDER-MAN IS ANYWHERE IN THE CITY, HE'S AS GOOD AS TRAPPED!

WHAT A FUN WAY TO PASS THE TIME!



AND SO THE DEADLY MECHANICAL CREATION PLODS ON... STOPPING FOR NOTHING... AND WE MEAN NOTHING...



I'M IN LUCK! THE APARTMENTS EMPTY!

HARRY MUST BE OUT SOMEWHERE!

WHILE A WEARY SPIDEY FINALLY REACHES HIS GOAL...



FIRST THING TO DO IS GET OUT OF THESE DUDS AND CHECK WITH AUNT MAY!

3 WHEN I'VE NEVER FELT SO TIRED BEFORE!



NO ANSWER!

MAYBE IT'S JUST AS WELL! I'M NOT SURE WHAT I'D TELL HER, ANYWAY!



AFTER I GET SOME SHUT-EYE, I'LL... SAY! WHY'S MY SPIDEY-SENSE TINGLING LIKE THIS?!!

SOME-THING'S WRONG!



THAT NOISE... OUTSIDE MY WINDOW!

IT SEEMS CRAZY... BUT IT SOUNDS LIKE FOOTSTEPS...

WALKING UP THE WALL!!



WE MUST BE GETTING CLOSE! HE'S MOVING FASTER!!

THAT VOICE!! IT... IT'S JAMESON'S!!

I DON'T KNOW... WHAT IT'S ALL ABOUT... BUT I'D BETTER PUT ON MY MASK!!



A ROBOT... WITH JONAH'S FACE IN THE VIEWPLATE!!

...JUST LIKE THAT TIME ONCE BEFORE!!

THERE HE IS! IT WORKED! WE FOUND HIM!!

WE GOT HIM DEAD TO RIGHTS... BURGLARIZING SOMEONE'S APARTMENT!



THAT'S A STROKE OF LUCK, ANYWAY!

HE DOESN'T SUSPECT I LIVE HERE... HE THINKS I'M ROBBING THE PLACE!

SURRENDER, SPIDER-MAN... OR ELSE... HEY!!

SURRENDER?? NEVER AHEAD OF THE WORD!

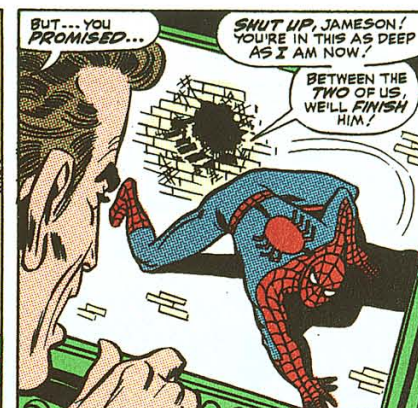
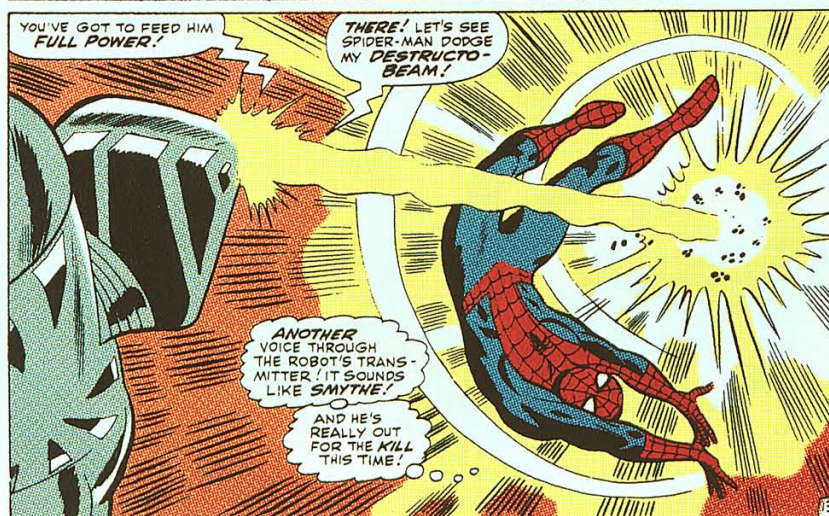


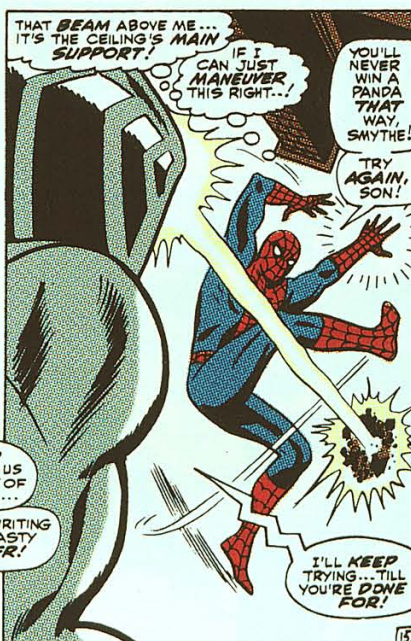
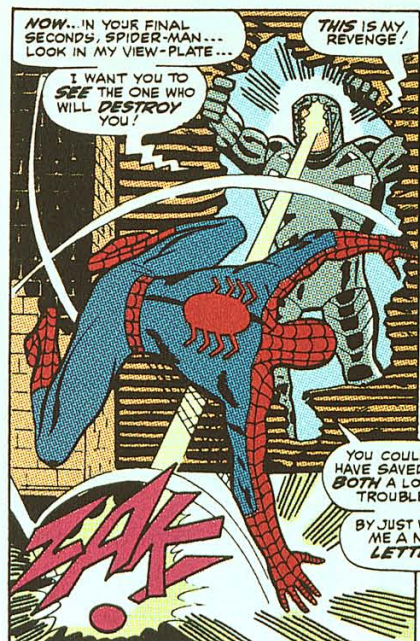
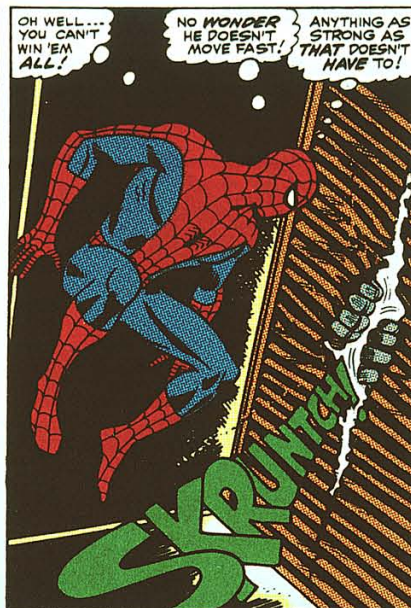
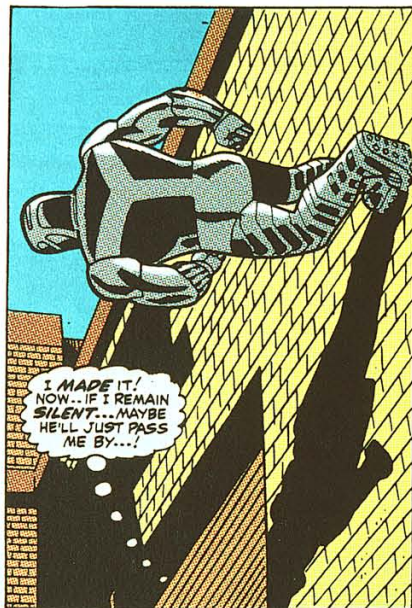
THEN THAT'S YOUR HARD LUCK!!

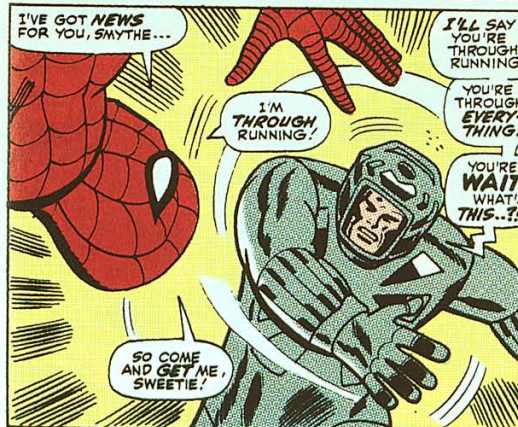
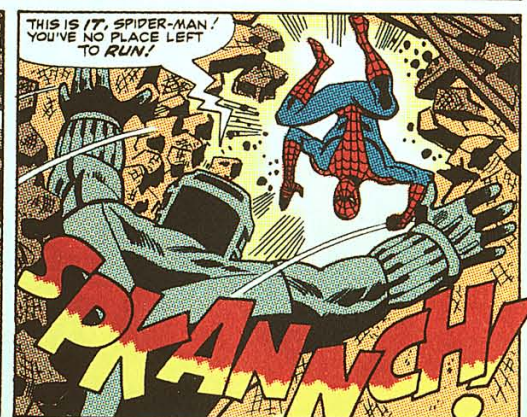
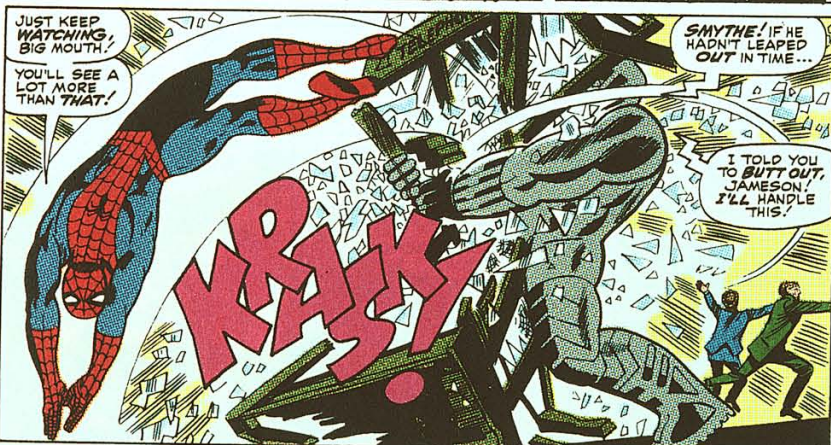
MY KICK DIDN'T EVEN UPSET HIM!

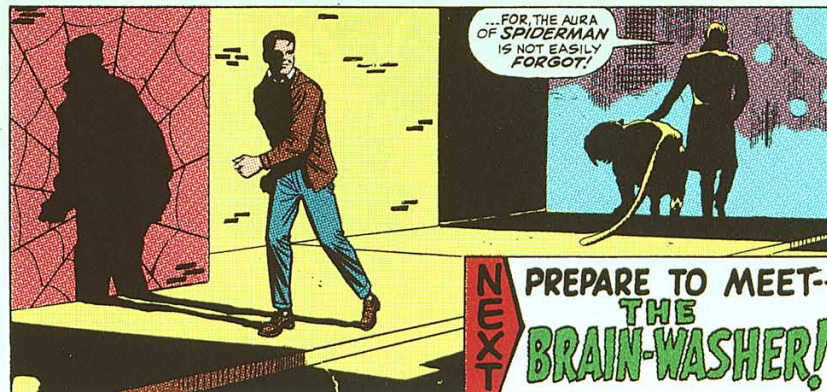
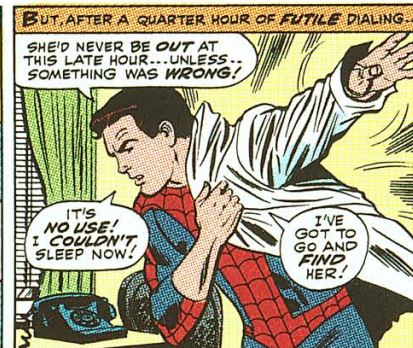
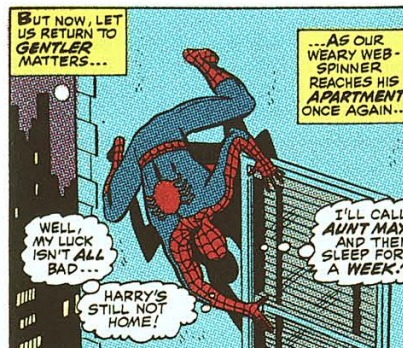
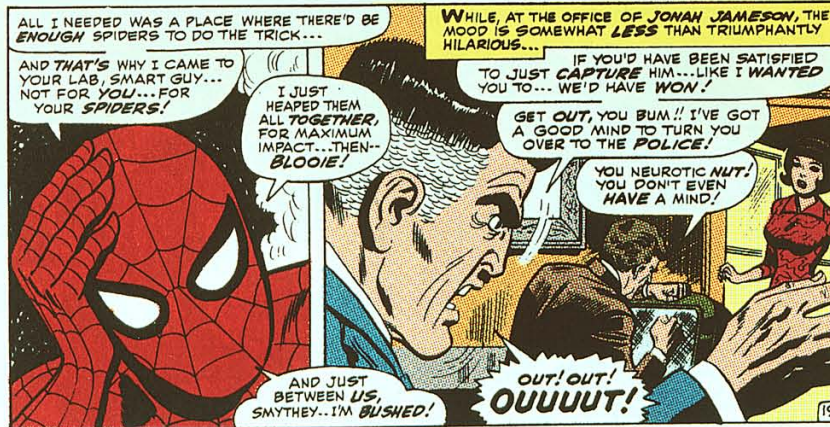
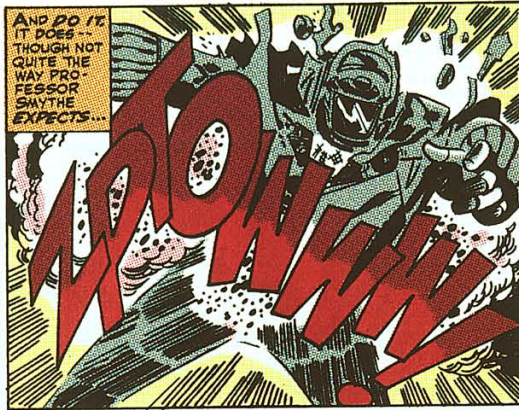
HE'S MUCH STRONGER THAN THE LAST ONE!

KRAK!









While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MARY WOLFMAN / KEITH POLLARD & JIM MOONEY / D. ALBERS • LETTERS / JIM SHOOTER
SCRIPT / EDITOR ILLUSTRATORS GYLYNIS W. • COLORS / CON. EDITOR

24 HOURS TILL DOOMSDAY!

INSTANT SYNOPSIS DEPT.: AFTER BEING DEFEATED BY A DEADLY SPIDER-SLAYER, SPIDER-MAN FINDS HIMSELF SHACKLED TO A SOMEWHAT STARTLED AND FRIGHTENED J. JONAH JAMESON.

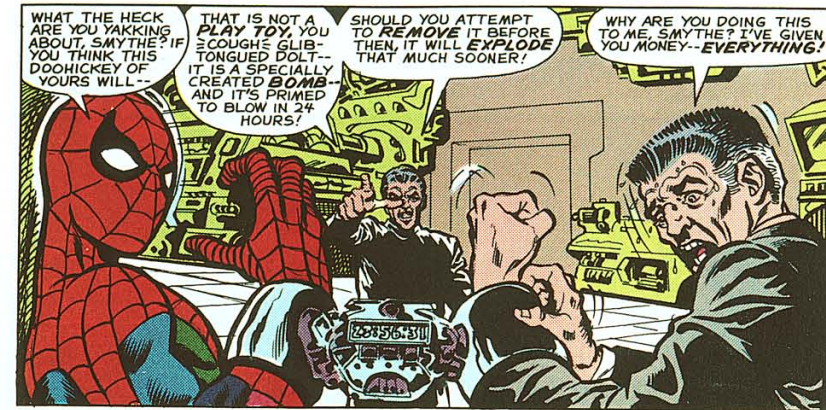


SPENCER SMYTHE!
WHEN I SAW THAT DUMB
SPIDER-SLAYER, I SHOULD
HAVE REALIZED... YOU
WERE BEHIND IT!

COUGH!
THAT I AM
YOU LITTLE FOOL--
AND THIS TIME
I'VE SUCCEEDED
IN DESTROYING
YOU!

YOU HAVE 24 HOURS
TO LIVE, WEB-SLINGER--
24 SHORT HOURS BE-
FORE BOTH YOU AND
JAMESON ARE SENT
TO THAT GREAT SPIDER-
WEB IN THE SKY!

COUGH!



WHAT THE HECK
ARE YOU YAKING
ABOUT, SMYTHE? IF
YOU THINK THIS
DOOHICKEY OF
YOURS WILL--

THAT IS NOT A
PLAY TOY, YOU
SCOUGH! GLIB-
TONGUED DOLT--
IT IS A SPECIALLY
CREATED BOMB--
AND IT'S PRIMED
TO BLOW IN 24
HOURS!

SHOULD YOU ATTEMPT
TO REMOVE IT BEFORE
THEN IT WILL EXPLODE
THAT MUCH SOONER!

WHY ARE YOU DOING THIS
TO ME, SMYTHE? I'VE GIVEN
YOU MONEY-- EVERYTHING!



STAND
BACK, HOT-
HEAD, I'LL
MAKE THIS
PIPSQUEAK
START
TALKING...

N-NO, SPIDER-MAN--
EVEN YOU CAN'T
FORCE ME TO RE-
VEAL THE SECRET
OF THAT BOMB-- I'VE
TOLD YOU BEFORE: I'M
ALREADY DYING!



AND ALL I
WANT IS TO SEE
MY TWO MOST
HATED EN-
EMIES DIE
BEFORE MY EYES
CLOSE FOREVER.



YOU MANIAC!
WHY ARE YOU
DOING THIS TO
ME? LOOK, I'LL
GIVE YOU ANY-
THING! MONEY!
DOCTORS! THAT'S
IT-- I'LL PAY FOR
THE BEST MED-
ICAL CARE
AVAILABLE!

IT'S OF NO USE,
JAMESON-- COUGH!
MY CONDITION HAS
DETERIORATED BE-
YOND ALL HOPE!

AND I HAVE
ALREADY EXPLAINED
MY REASONS TO YOU!
YOU FORCED ME TO
CREATE SPIDER-
SLAYER AFTER
SPIDER-SLAYER...



THE PLUTONIUM NEEDED
TO POWER MY CREATIONS
SLOWLY POISONED ME. BY
THE TIME I LEARNED THE
TRAGIC TRUTH COUGH!
IT WAS ALREADY TOO
LATE.

BUT, YOU
CAN'T DO
THIS TO ME.
IT'S NOT
RIGHT!

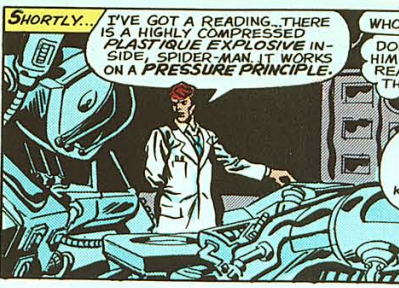
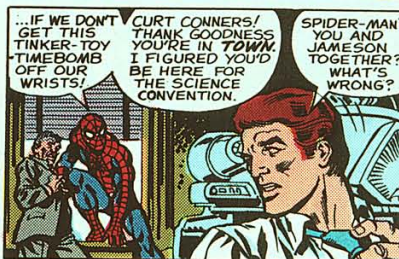
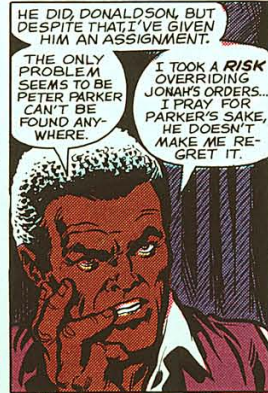
JAMESON,
WHY DON'T
YOU SHUT
UP AL-
READY?
WHAT'S
DONE
IS DONE--



--AND SINCE
I'M NOT GONNA
STAND HERE AND
ARGUE WITH
THAT MANIAC, I'M
SPLITTING!

WAIT! WHAT ARE
YOU DOING? YOU'RE
DRAGGING ME WITH
YOU!

PUT ME
DOWN! PUT
ME DOWN!





FROM WHAT I CAN TELL, IF WE MAKE ANY ATTEMPT TO REMOVE THE SHACKLE, THE CHANGE IN PRESSURE WILL DETONATE THE BOMB.



SUDDENLY, THE HALL OUTSIDE THE SMALL LAB COMES ALIVE WITH THE SOUND OF RUNNING FEET. THEN, A MOMENT LATER...

ALL RIGHT-- NO ONE MOVE! SPREAD YOUR LEGS WIDE AND FREEZE!

SKA-RASHH!

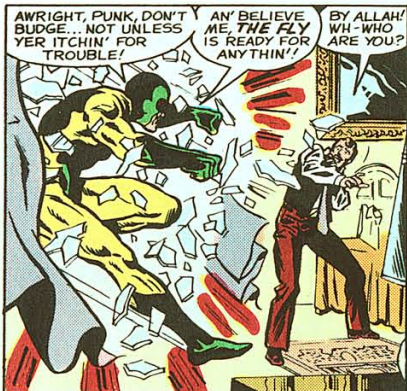
WHERE'S SPIDER-MAN? HE WAS SEEN DRAGGING SOMEONE IN HERE!



MEANWHILE...

FOLLOWED THE CREEP HERE FROM THE AIRPORT-- AN' NO ONE'S THE WYSER.

NOW TA GET WHAT I CAME FOR!



AWRIGHT, PUNK, DON'T BUDGE... NOT UNLESS YER ITCHIN' FOR TROUBLE!

AN' BELIEVE ME, THE FLY IS READY FOR ANYTHIN'!

BY ALLAH! WH- WHO ARE YOU?



JUST A JOE WHO WANTS SOMETHING YOU GOT, BIG-SHOT.

AN' WHAT I WANT, I USUALLY TAKE! GOT THAT?



YEAH, HERE IT IS, THE INVITE TO THE KINGS TUT EXHIBIT!

WITH THIS, I'LL MAKE A MILLION!



LET'S GET THIS STRAIGHT, JAMESON. YOU SAY SPIDER-MAN KIDNAPED YOU?

BETTER BELIEVE IT, TOWER. HE AND THAT CREEP SAYS HE PUT THIS BOMB ON MY WRIST!

SURE, JONAH, AND I ACCIDENTALLY CLAMPED IT ON MY WRIST AS WELL, RIGHT?



HE'S A KILLER, TOWER! I DEMAND YOU ARREST HIM FOR MY SON'S DEATH!

DO WE REALLY HAVE TO GO THROUGH THIS ROUTINE AGAIN?

MEANWHILE DOWN-TOWN IN POLICE HEAD-QUARTERS...



JAMESON, I'VE ALREADY TOLD YOU WE HAVEN'T EVIDENCE TO HOLD HIM. AND AS FOR YOU, SPIDER-MAN-- DON'T YOU HAVE THE BRAINS NOT TO TRAP A LOADED TIMEBOMB?

OR PERHAPS I'VE BEEN CREDITING YOU TOO MUCH OF LATE.

D.A. TOWER--



I'M SORRY, BUT CAN YOU REMOVE IT?

STOP SMIRKING BEHIND THAT MASK, YOU FINK! I'LL GET YOU YET!

AW, GO BLOW IT OUT YOUR NOSE, JAMESON.

FRANKLY, I DOUBT IT. IT'S TOO RISKY.



I'M SORRY, BUT WE CAN'T BE HAPPENING! I'M J. JONAH JAMESON! I CAN'T BE BLOWN APART! I'VE GOT A NEWSPAPER TO RUN!

OF COURSE, YOU'LL HAVE TO STAY ISOLATED, BUT--



FORGET THAT, TOWER! I'M NOT WAITING HERE WHILE YOU GUYS WATCH US BUY THE FARM!



SPIDER-MAN-- DON'T! HE'S GOING TO KILL ME! HELP! SAVE ME!

JONAH, FOR ONCE, SHUT UP!



BUT THE POLICE ARE HELPLESS AS SPIDER-MAN VANISHES INTO THE MID-MORNING SHADOWS. HOWEVER, ELSEWHERE...

FLASH? THIS IS REALLY BRANT! LISTEN, PETE'S PICKING UP HIS DIPLOMA TODAY AT FOUR. I THOUGHT WE'D SURPRISE HIM BY SHOWING UP.



GREAT IDEA-- THE POOR GUY'S GONE THROUGH THE MILL TO GET THAT PAPER WE'LL ALL BE THERE!



PARKER'S MAKING HIS GRADUATION OFFICIAL, AND WE'RE PLAYING WITNESS. LET'S GO!



AND... I'LL PROBABLY REGRET THIS, BUT I SHOULD CALL MARY JANE. SHE'D WANT TO BE THERE, TOO, I'M SURE.

BUT, IN THE APARTMENT OF MARY JANE WATSON A MOMENT BEFORE BETTY GRANT LEEDS CAN DIAL HER PHONE...

HEY, I JUST REALIZED SOMETHING-- PETE AGAIN... I'M ACTUALLY SCARED! ABOUT DATING PETE? WISH I KNEW WHY I'M SEEING PETE AGAIN... I'M ACTUALLY SCARED! ABOUT DATING PETE?



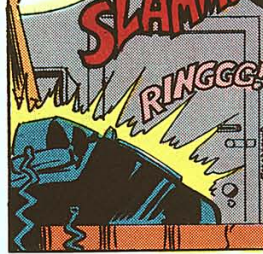
NO... I STILL DIG THAT BROWN-EYED HUNK, BUT WHAT IF HE PROPOSES AGAIN?

I DON'T THINK I CAN GO THROUGH THE ~~TRAGEDY~~ OF MARRYING, ONLY TO BREAK UP-- LIKE BETTY AND NED...



OR LIKE MOM AND DAD SO MANY YEARS AGO...

SLAMM! RINGGG!



MEANWHILE...

I'M GETTING SICK, YOU MANIAC! PUT ME DOWN! AND I'M HUNGRY! I WANT TO EAT!



SURE YOU DON'T HAVE ANY MORE DEMANDS, FAT HEAD?

HOW ABOUT A LIMOUSINE TO TAKE YOU TO THE CEMETERY WHEN THE BOMB GOES BOOM?



C'MON, YOU CAN THINK OF SOMETHING ELSE, YOU WANT, CAN'TCHA?

AH HA! SEE HOW EASY IT IS IF YOU TRY?



DROP DEAD, FINK!

I HAVE TO THINK A WAY OUTTA THIS MESS, FLAT-HEAD, WE'VE ONLY GOT A FEW MORE HOURS.



SIDES, I'M STARVING, TOO, BUT I CAN'T EAT AND LET JONAH SEE MY JAWLINE.



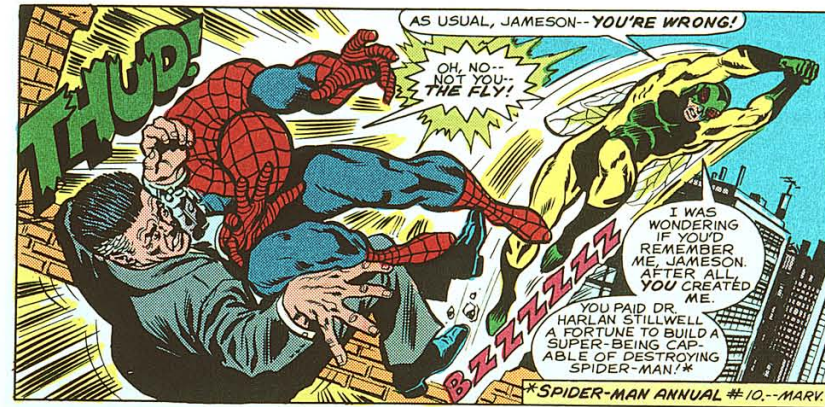
I'LL GIVE YOU A BREAK, JONAH... I'M NOT USED TO HOPING AROUND THIS CITY LUGGING 18 POUNDS OF DEAD WEIGHT.



HEY! MY SPIDER-SENSE IS GOING CRAZY-- SOMETHING'S WRONG!



THE ONLY THING WRONG HERE, FREAK-- IS YOU!



AS USUAL, JAMESON-- YOU'RE WRONG!

OH, NO... NOT YOU-- THE FLY!

I WAS WONDERING IF YOU'D REMEMBER ME, JAMESON. AFTER ALL YOU CREATED ME.

YOU PAID DR. HARLAN STILLWELL A FORTUNE TO BUILD A SUPER-BEING CAPABLE OF DESTROYING SPIDER-MAN!*

*SPIDER-MAN ANNUAL #10--MARY.

AND STILL WELL SUCCEEDED, DIDN'T HE? IN EVERY WAY, I CAN MATCH AND EXCEED THE WALL-CRAWLER!

WH-WHAT DO YOU WANT WITH ME?



WITH YOU, JAMESON? NOTHING! I JUST DON'T WANT SPIDER-MAN INTERFERING WITH ME!

THEN YOU'D BETTER LEARN WHEN A GUY'S PLAYING POSSUM, FLY!

THAT'S WHAT I LIKE ABOUT YOU, FLY-- YOU NEVER LET THE FACTS INTERFERE WITH YOUR STUPIDITY!



YOU'RE CONSCIOUS? BUT THAT'S IMPOSSIBLE!



GET ME AWAY FROM THAT LUNATIC, SPIDER-MAN! HE ATTACKED ME THE LAST TIME WE MET!



OH, SHUT UP, JONAH-- Y'KNOW SOMETHING-- BETWEEN SPIDER-SLAYERS AND FLYS AND THE OTHER GIMMICKS YOU'VE COOKED UP TO GET RID OF ME--



I'D BEEN ON THE FIRST BUS TO CLEVELAND BY MORNING.

THE ONLY PLACE YOU'RE GOING, WEB-HEAD-- IS TO YOUR GRAVE!



HE'S BACK! HE'S BACK!









I WAS A GOOD MAN ONCE... A STRONG, PROUD MAN... THEN YOU WORKED YOUR SLIMY WAY INTO MY LIFE...

YOU BECAME MY PRIVATE DEVIL... MY SINGLE OBSESSION... THE CONSTANT REMINDER OF HOW WEAK I...

JONAH... DON'T...

I, UHHH-- I THINK I CAN HELP US.



SMYTHE KEPT REPEATING THAT HE WANTED TO SEE US DIE. HE HAD TO KNOW WE WOULDN'T STAY WITH HIM FOR 24 HOURS.

SO HOW COULD HE GET HIS SICK KICK OUT OF WATCHING US DIE?

ANSWER: THERE'S GOTTA BE A CAMERA BUILT INTO THIS SHACKLE... AND A HOOK-UP HERE IN THE LAB.



SO? WHAT IF THERE IS? HOW DOES THAT HELP US?

IF THERE'S A HOOK-UP, THERE'S GOTTA BE A POWER SOURCE... SOMETHING TO ELECTRICALLY ACTIVATE THE CAMERA AND KEEP THE SHACKLE LOCKED IN PLACE.



IF I CAN FIND THE POWER SOURCE AND SHUT IT OFF-- WE MIGHT BE ABLE TO REMOVE THE SHACKLE AND BOMB.

WE HAVEN'T THE TIME TO SEARCH. IT COULD BE ANYWHERE!

DON'T WORRY IT, JONAH--MY SPIDER-SENSSES SHOULD SORT IT ALL OUT FOR US.



THEY'RE PROGRAMMED TO PICK OUT DANGER. AND IF THIS ISN'T DANGER, I'LL EAT MY MASK!

BINGO! BEHIND THIS WALL.



GET BEHIND ME-- THERE COULD BE SOME FLYING FRAGMENTS.



TAKE A LOOK, JONAH-- THE POWER UNIT... FRESH AND CLEAN AND READY TO BE DISMANTLED.

CAN YOU STOP IT WITHOUT BLOWING US APART?

WE'VE GOT NOTHING TO LOSE IF I CAN'T, RIGHT?

THAT'S NOT FUNNY, CREEP!

IT WASN'T MEANT TO BE.



WHAT ARE YOU DOING? BE CAREFUL!

WITH LESS THAN FOUR MINUTES REMAINING-- THERE ISN'T TIME TO BE CAREFUL.

BUT IF YA WANNA DO SOMETHING...

WHAT? WHAT? TELL ME!

PUT YOUR FINGERS IN YOUR EARS. THAT WAY YOU WON'T HEAR THE BLAST WHEN I SCREW UP.



HMMMM... IT'S AN ADVANCED COMPUTER... COORDINATES BOTH CAMERA AND SHACKLE... AND KEEPS THE PLASTIQUE EXPLOSIVE UNDER A CONSTANT FIVE-POUND PRESSURE.

THERE'S PROBABLY AN UNWINDING MAINSPRING INSIDE THE SHACKLE... AND WHEN IT SLOWS DOWN, THE PRESSURE DECREASES UNTIL-- BOOM!

YOU UNDERSTAND THESE THINGS? HOW? WHO ARE YOU?

JUST YOUR LITTLE OLD GENIUS, THAT'S WHO. NOW SHUT UP, WILLYA?

YOU WOULDN'T WANT TO DISTRACT ME NOW--



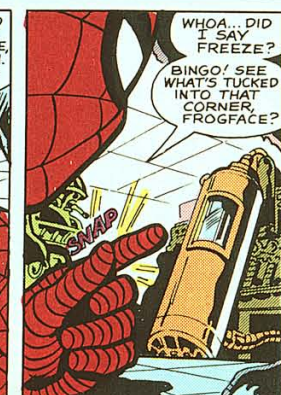
BLAST! IT'S NO USE... THIS IS BEYOND ME... TOO MANY VARIABLES.

I DON'T KNOW WHICH WIRE TO DISCONNECT.



WHAT? YOU SNIFFLING LITTLE JERK! YOU LIFTED MY SPIRITS... MADE ME BELIEVE! NOW YOU'RE SAYING I'M STILL GOING TO DIE?

AWW, GO FREEZE YOUR FACE, JAMESON. I'M SICK OF--



WHOA... DID I SAY FREEZE?

BINGO! SEE WHAT'S TUCKED INTO THAT CORNER, FROGFACE?



THE CRYOGENIC CHAMBER YOUR SON JOHN WAS FROZEN INSIDE.

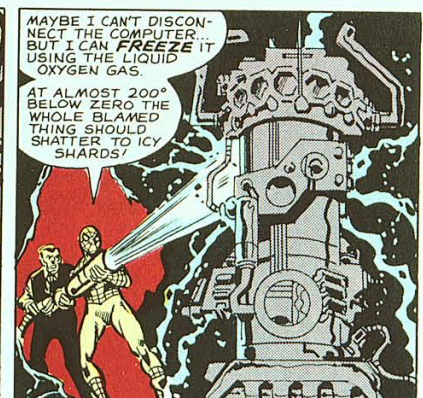
AND IF THAT DOESN'T PROVE SMYTHE WAS BEHIND WHAT HAPPENED TO JOHN--



HE KIDNAPPED MY SON, YOU KILLED HIM.

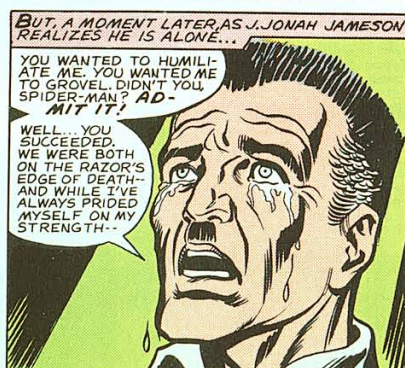
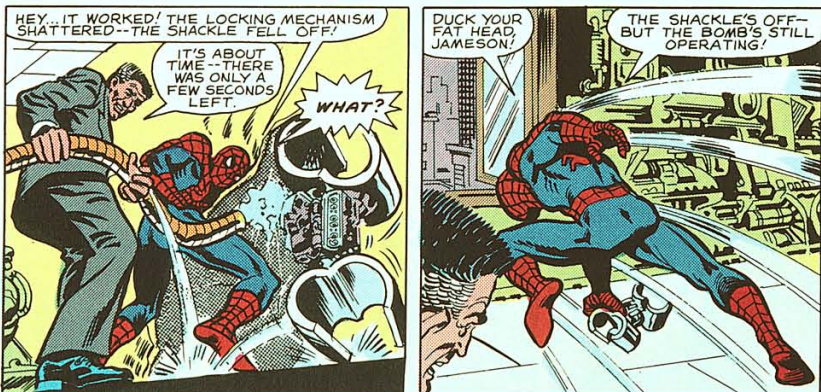
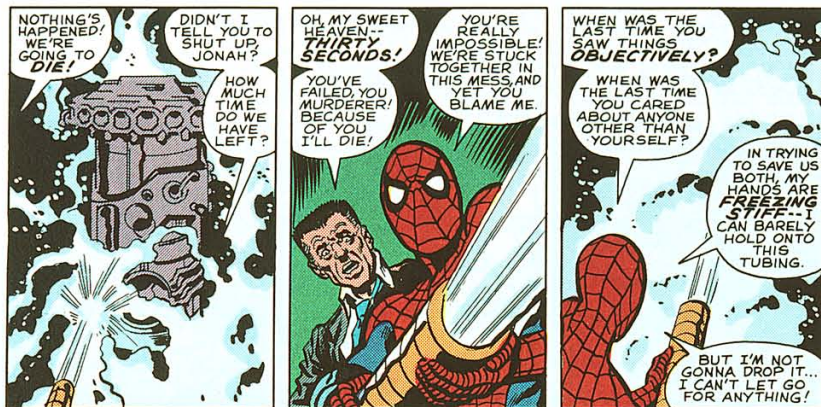
AND YOU'LL PAY FOR THAT!

SO WILL YOU, SWEET-LIPS, UNLESS I CAN PRY LOOSE THE LIQUID OXYGEN FEED!



MAYBE I CAN'T DISCONNECT THE COMPUTER... BUT I CAN FREEZE IT USING THE LIQUID OXYGEN GAS.

AT ALMOST 200° BELOW ZERO THE WHOLE BLAMED THING SHOULD SHATTER TO ICY SHARDS!



NEXT ISSUE ON THE WINGS OF THE **FEARSOME FLY!**



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What lives a mile below Brooklyn and destroys everything in its path? Ulik, the Asgardian troll — and that's our final answer! By Chuck Dixon, Eduardo Barreto and Klaus Janson!

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#7
The First Line faces the only menace they can't stop — and it lurks within their own government! By Roger Stern and John Byrne!

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#153
Look out for about 10,000 empty bullet casings, approximately 20,000 shards of broken glass — and only 1 survivor — as Logan has a showdown with Lord Haan! By Steve Skroce!

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#105
San Francisco is now ground zero in an anti-mutant wargame hatched 40 years ago — and the people who planned it all return to see it through to its bitter end! By Warren Ellis, Ian Edginton and Whilce Portacio!

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TPB
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OVER THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN

25 JUNE

IND.

"CAPTURED BY J. JONAH JAMESON!"



COVER GALLERY

BULLPEN BITS #50

DELIVERING NEWS PAPERS SURE TIRES ME OUT, BEAST. I'M EXHAUSTED!



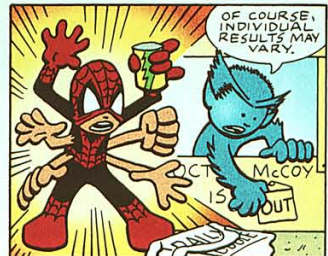
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MCG

TO
KILL
A
SPIDER-MAN!

WOW!
LOOK WHO'S
BACK!

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the AMAZING SPIDER-MAN

SMYTHE!
WHAT HAVE
YOU DONE
TO US?!

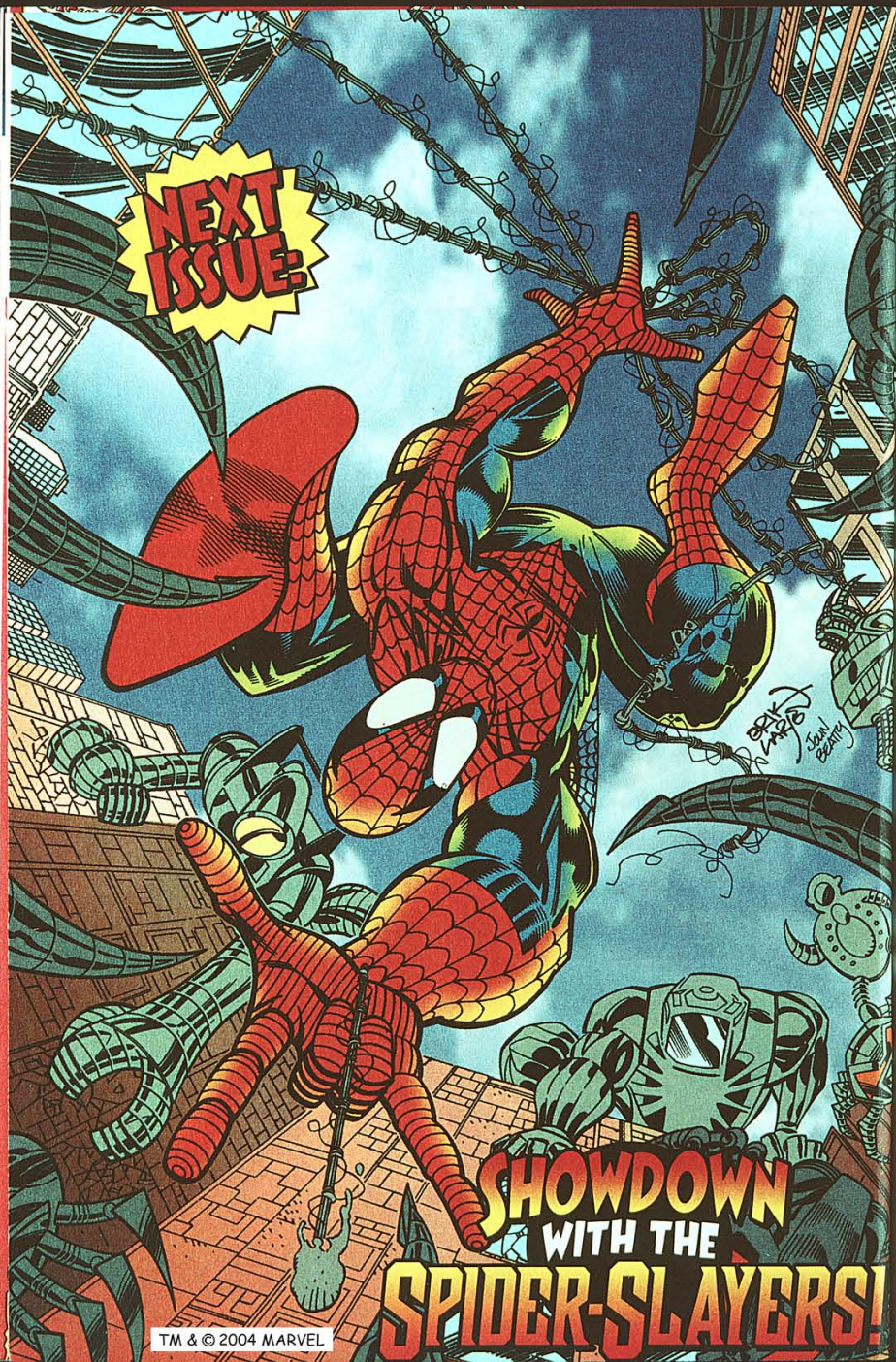
I'VE
LOCKED
YOU BOTH
TO THAT
BOMB.
FOOL--

--AND IT'S
PRIMED TO
BLOW IN
24 HOURS!

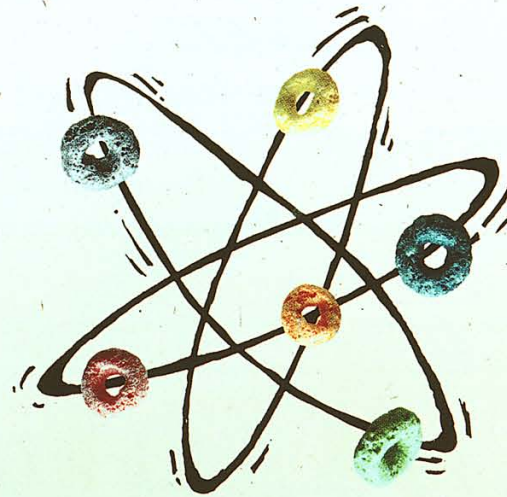
24 HOURS
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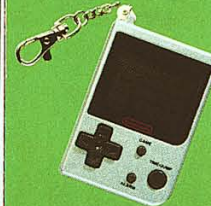


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T-SHIRT - 125 POINTS



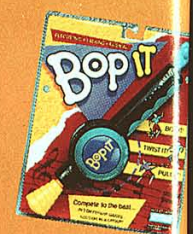
MIGHTY MO'S™ REMOTE
SKIDZ 180Z™ - 150 POINTS



KOOL-AID AIR CREATIONS®
DIAMOND KITE - 100 POINTS



BOP IT® GAME
500 POINTS



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